

**Fill in this information to identify the case:**Debtor name **Grove Plaza Partners, LLC**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA**Case number (if known) **16-30531**☐ Check if this is an amended filing**Official Form 206Sum  
Summary of Assets and Liabilities for Non-Individuals**

12/15

**Part 1: Summary of Assets****1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

<b>1a. Real property:</b> Copy line 88 from <i>Schedule A/B</i> .....	\$ <b>20,790,000.00</b>
<b>1b. Total personal property:</b> Copy line 91A from <i>Schedule A/B</i> .....	\$ <b>89,679.63</b>
<b>1c. Total of all property:</b> Copy line 92 from <i>Schedule A/B</i> .....	\$ <b>20,879,679.63</b>

**Part 2: Summary of Liabilities**

<b>2. Schedule D: Creditors Who Have Claims Secured by Property</b> (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i> .....	\$ <b>11,575,254.22</b>
<b>3. Schedule E/F: Creditors Who Have Unsecured Claims</b> (Official Form 206E/F)	
<b>3a. Total claim amounts of priority unsecured claims:</b> Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i> .....	\$ <b>3,739.37</b>
<b>3b. Total amount of claims of nonpriority amount of unsecured claims:</b> Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i> .....	+\$ <b>2,193,643.88</b>
<b>4. Total liabilities</b> ..... Lines 2 + 3a + 3b	\$ <b>13,772,637.47</b>

**Fill in this information to identify the case:**Debtor name **Grove Plaza Partners, LLC**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA**Case number (if known) **16-30531**☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

**Part 1: Cash and cash equivalents****1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.  
☒ Yes Fill in the information below.

**All cash or cash equivalents owned or controlled by the debtor****Current value of debtor's interest****2. Cash on hand****\$0.00****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)  
**Wells Fargo Bank, N.A.  
270 Redwood Shores Parkway  
Redwood Shores, CA 94065**

Type of account

Last 4 digits of account number

3.1.

/

**Gold Business Services Package****5621****\$4,138.75**

**Wells Fargo Bank, N.A.  
270 Redwood Shores Parkway  
Redwood Shores, CA 94065**

3.2.

/

**Business Market Rate Savings****7735****\$150.00****4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

**\$4,288.75****Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☐ No. Go to Part 3.  
☒ Yes Fill in the information below.

**7. Deposits, including security deposits and utility deposits**

Debtor Grove Plaza Partners, LLC  
Name

Case number (If known) 16-30531

Description, including name of holder of deposit

**Security Deposit Held for Utilities  
Ontario Municipal Utilities Company  
1333 S. Bon View Avenue  
Ontario, CA 91761-4406  
Date Provided: 1/1/2015**

7.1. / \$2,400.00

**Security Deposits Held for Leases**

7.2. / \$37,384.40

**8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

**9. Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

**\$39,784.40**

**Part 3: Accounts receivable**

**10. Does the debtor have any accounts receivable?**

- ☐ No. Go to Part 4.  
☒ Yes Fill in the information below.

**11. Accounts receivable**

11b. Over 90 days old: 44,606.48 - 0.00 =.... \$44,606.48  
face amount doubtful or uncollectible accounts

**12. Total of Part 3.**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

**\$44,606.48**

**Part 4: Investments**

**13. Does the debtor own any investments?**

- ☒ No. Go to Part 5.  
☐ Yes Fill in the information below.

**Part 5: Inventory, excluding agriculture assets**

**18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.  
☐ Yes Fill in the information below.

**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**

**27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.  
☐ Yes Fill in the information below.

**Part 7: Office furniture, fixtures, and equipment; and collectibles**

**38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

Debtor Grove Plaza Partners, LLC  
Name

Case number (If known) 16-30531

- ☐ No. Go to Part 8.  
☒ Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39.	Office furniture Miscellaneous Office Furniture Amount estimated by Debtor.  /	\$0.00	N/A	\$1,000.00

40. Office fixtures

41. Office equipment, including all computer equipment and communication systems equipment and software

42. Collectibles Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

43. Total of Part 7.

Add lines 39 through 42. Copy the total to line 86.

\$1,000.00

44. Is a depreciation schedule available for any of the property listed in Part 7?

- ☒ No  
☐ Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- ☒ No  
☐ Yes

**Part 8: Machinery, equipment, and vehicles**

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.  
☐ Yes Fill in the information below.

**Part 9: Real property**

54. Does the debtor own or lease any real property?

- ☐ No. Go to Part 10.  
☒ Yes Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest

Debtor Grove Plaza Partners, LLC  
Name

Case number (If known) 16-30531

55.1. **Grove Plaza Center**  
**1151-1161 Walnut**  
**Avenue & 2402-2540**  
**S. Grove Avenue**  
**Ontario, California**  
**C1 - Shopping Center**  
**APN Nos.**  
**1051-171-42,**  
**1051-171-44,**  
**1051-321-63,**  
**1051-321-62,**  
**1051-321-51,**  
**1051-321-55,**  
**1051-321-52.**  
**See Legal Property**  
**Description attached**  
**to Schedule A as**  
**Exhibit "A" and**  
**incorporated by**  
**reference.**  
**Lienholder:**  
**Secured Party:**  
**Calmwater Capital,**  
**LLC**  
**Senior Deed of Trust**  
**executed September**  
**18, 2013**  
**UCC Lien on all**  
**assets of the Debtor.**  
**Please see Exhibit**  
**"B" incorporated**  
**herein and by**  
**reference. UCC Doc.**  
**No. 20133834463**  
**(filed 9/20/2013)**

/

**Senior Deed of**  
**Trust**

**Unknown**

**Expert**

**\$20,790,000.00**

56. **Total of Part 9.**

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets.  
Copy the total to line 88.

**\$20,790,000.00**

57. **Is a depreciation schedule available for any of the property listed in Part 9?**

☒ No  
☐ Yes

58. **Has any of the property listed in Part 9 been appraised by a professional within the last year?**

☒ No  
☐ Yes

**Part 10: Intangibles and intellectual property**

59. **Does the debtor have any interests in intangibles or intellectual property?**

☒ No. Go to Part 11.  
☐ Yes Fill in the information below.

**Part 11: All other assets**

70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

Official Form 206A/B

Schedule A/B Assets - Real and Personal Property

page 4

Debtor Grove Plaza Partners, LLC  
Name

Case number (If known) 16-30531

- ☐ No. Go to Part 12.  
☒ Yes Fill in the information below.

Current value of  
debtor's interest

71. **Notes receivable**  
Description (include name of obligor)

72. **Tax refunds and unused net operating losses (NOLs)**  
Description (for example, federal, state, local)

73. **Interests in insurance policies or annuities**  
**Commercial Property Insurance and Automobile Liability Insurance for property located at:**  
**1151-1152 Walnut Avenue & 2404-2540 S. Grove Avenue**  
**Ontario, CA 91761**  
**Policy No. CPO581966302**  
**Effective 12/31/2015-12/31/2016**  
**Commercial Property Coverage Amount: \$32,947,413.00**  
**Commercial Property Policy Limits: Each Occurrence \$1,000,000; Damages to Rented Premises \$1,000,000; Medical Expenses (any one person) \$10,000; Personal and Adv Injury \$2,000,000; Products \$2,000,000.**  
**Automobile Liability Limits: (hired autos) Combined single limit per accident \$1,000,000.**  
**Producer: Newport Beach-Alliant Insurance Services, Inc.**  
**1301 Dove St., Ste. 200**  
**Newport Beach, CA 92660**

**Company: Zurich American Insurance Company**

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Unknown

**Umbrella Liability Insurance for property located at:**  
**1151-1152 Walnut Avenue & 2404-2540 S. Grove Avenue**  
**Ontario, CA 91761**  
**Policy No. 7993977352521**  
**Effective 12/31/2015-12/31/2016**  
**Policy Limit: \$25,000,000 per occurrence**

**Producer: Newport Beach-Alliant Insurance Services, Inc.**  
**1301 Dove St., Ste. 200**  
**Newport Beach, CA 92660**

**Company: Federal Insurance Company**

/

Unknown

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**
75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**
76. **Trusts, equitable or future interests in property**

Debtor Grove Plaza Partners, LLC  
Name

Case number (If known) 16-30531

77. **Other property of any kind not already listed** *Examples: Season tickets, country club membership*

78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

<u>\$0.00</u>
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79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

- ☒ No  
☐ Yes

Debtor Grove Plaza Partners, LLC  
Name

Case number (If known) 16-30531

**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. <b>Cash, cash equivalents, and financial assets.</b> <i>Copy line 5, Part 1</i>	<u>\$4,288.75</u>	
81. <b>Deposits and prepayments.</b> <i>Copy line 9, Part 2.</i>	<u>\$39,784.40</u>	
82. <b>Accounts receivable.</b> <i>Copy line 12, Part 3.</i>	<u>\$44,606.48</u>	
83. <b>Investments.</b> <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. <b>Inventory.</b> <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. <b>Farming and fishing-related assets.</b> <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. <b>Office furniture, fixtures, and equipment; and collectibles.</b> <i>Copy line 43, Part 7.</i>	<u>\$1,000.00</u>	
87. <b>Machinery, equipment, and vehicles.</b> <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. <b>Real property.</b> <i>Copy line 56, Part 9.....&gt;</i>		<u>\$20,790,000.00</u>
89. <b>Intangibles and intellectual property.</b> <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. <b>All other assets.</b> <i>Copy line 78, Part 11.</i>	+ <u>\$0.00</u>	
91. <b>Total.</b> Add lines 80 through 90 for each column	<u>\$89,679.63</u>	+ 91b. <u>\$20,790,000.00</u>
92. <b>Total of all property on Schedule A/B.</b> Add lines 91a+91b=92		<u>\$20,879,679.63</u>



# EXHIBIT A

EXHIBIT "A"

LEGAL DESCRIPTION OF REAL PROPERTY

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

PARCEL A:

PARCELS 2, 4 AND 5, OF PARCEL MAP NO. 6178, IN THE CITY OF ONTARIO, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 61, PAGES 46 AND 47 OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPTING THEREFROM AN UNDIVIDED  $\frac{1}{2}$  INTEREST IN AND TO ALL OIL, GAS, PETROLEUM, NAPHTHA, OTHER HYDROCARBON SUBSTANCES AND MINERALS OF WHATSOEVER KIND AND NATURE IN, UPON OR BENEATH THE PROPERTY HEREINABOVE DESCRIBED, TOGETHER WITH THE RIGHT OF ENTRY AND ALL OTHER RIGHTS, INCLUDING ALL RIGHTS OF WAY AND EASEMENTS, WHICH MAY BE NECESSARY FOR THE DEVELOPMENT, PRODUCTION AND REMOVAL OF ALL SUCH SUBSTANCES AND MINERALS AND THE FULL ENJOYMENT OF THE GRANTOR'S INTEREST HEREIN RESERVED. THE RESPECTIVE PARTIES MAY CONDUCT SAID OPERATIONS JOINTLY AND SEVERALLY, AND EACH SHALL BE ENTITLED TO  $\frac{1}{2}$  OF THE NET INCOME RESULTING FROM SUCH JOINT AND SEVERAL COMMERCIAL OPERATIONS AFTER ALL OBLIGATIONS INCURRED BY EITHER PARTY IN CONNECTION THEREWITH HAVE FIRST BEEN PAID FROM THE GROSS INCOME, WHERE UPON EACH PARTY SHALL HAVE AN UNDIVIDED  $\frac{1}{2}$  INTEREST IN AND TO ALL PHYSICALLY REMOVABLE CAPITAL INVESTMENTS AND AN EQUAL RIGHT TO THE USE AND BENEFIT OF ALL OTHER CAPITAL INVESTMENTS. UNTIL EACH PARTY IS REIMBURSED, THEIR RESPECTIVE LEGAL INTEREST IN AND TO PHYSICALLY REMOVABLE CAPITAL INVESTMENTS SHALL BE IN RATIO TO THE AMOUNT EXPENDED THEREFORE BY EACH PARTY AS RESERVED BY THE FEDERAL LAND BANK OF BERKELEY BY A DEED RECORDED ON NOVEMBER 21, 1941 IN BOOK 1503, PAGE 451 OF OFFICIAL RECORDS OF SAID COUNTY.

PARCEL A-1:

NON-EXCLUSIVE EASEMENTS FOR INGRESS AND EGRESS AND FOR THE PASSAGE AND PARKING OF MOTOR VEHICLES AND PEDESTRIANS, AND FOR PUBLIC UTILITIES AS SET FORTH IN THE DECLARATION OF RESTRICTIONS AND GRANT OF EASEMENTS RECORDED APRIL 29, 1981 AS INSTRUMENT NO. 81-092500 OF OFFICIAL RECORDS, AS AMENDED.

PARCEL A-2:

A NON-EXCLUSIVE EASEMENT AND RIGHT-OF-WAY FOR INGRESS AND EGRESS OF ALL PERSONS BY VEHICLE OR OTHERWISE AS SET FORTH IN THE MUTUAL DRIVEWAY EASEMENT RECORDED MAY 12, 1982 AS INSTRUMENT NO. 82-093516 OF OFFICIAL RECORDS.

PARCEL B:

LOT 2, AS PER PLAT ATTACHED TO CERTIFICATE APPROVING A LOT LINE ADJUSTMENT, OWNER'S CERTIFICATE NO. 192-17, RECORDED MARCH 08, 1993 AS INSTRUMENT NO. 93-106914 OF OFFICIAL RECORDS, MORE PARTICULARLY DESCRIBED THEREIN AS FOLLOWS:

THOSE PORTIONS OF PARCEL 6 OF PARCEL MAP NO. 6178, IN THE CITY OF ONTARIO, COUNTY OF SAN BERNARDINO, AS PER PLAT FILED IN BOOK 61, PAGES 46 AND 47 OF PARCEL MAPS, AND LOT "B" OF CERTIFICATE APPROVING A LOT LINE ADJUSTMENT, OWNER'S CERTIFICATE NO. L86-08, RECORDED JUNE 22, 1982 AS INSTRUMENT NO. 82-121912 OF OFFICIAL RECORDS, BOTH RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS A WHOLE AS FOLLOWS:

Trustee Sale No. 33082  
Loan No. GROVE PLAZA  
Title Order No. 23073966

BEGINNING AT THE SOUTHEAST CORNER OF SAID LOT "B"; THENCE ALONG THE SOUTHERLY LINE OF SAID LOT "B" THROUGH THE FOLLOWING COURSES AND DISTANCES: SOUTH 89°59'35" WEST, 187.16 FEET; NORTH 0°00'25" WEST, 24.00 FEET; SOUTH 89°59'35" WEST, 156.92 FEET TO AN ANGLE POINT IN SAID SOUTHERLY LINE; THENCE CONTINUING SOUTH 89°59'35" WEST, 28.08 FEET; THENCE NORTH 0°00'25" WEST, 83.09 FEET; THENCE SOUTH 89°59'35" WEST, 110.00 FEET; THENCE NORTH 0°00'25" WEST, 14.18 FEET; THENCE SOUTH 89°59'35" WEST, 128.25 FEET TO THE WESTERLY LINE OF SAID PARCEL NO. 6; THENCE NORTH 0°00'02" WEST ALONG SAID WESTERLY LINE 91.03 FEET TO THE NORTHWEST CORNER OF SAID PARCEL 6; THENCE SOUTH 89°59'25" EAST, 610.41 FEET ALONG THE NORTHERLY LINE OF SAID PARCEL 6 AND LOT "B" TO THE SOUTHEAST CORNER OF PARCEL 9 OF SAID PARCEL MAP NO. 6178; THENCE SOUTH 0°00'25" EAST ALONG THE EASTERLY LINE OF SAID LOT "B", 34.99 FEET; THENCE SOUTH 89°59'35" WEST, 161.51 FEET; THENCE SOUTH 0°00'25" EAST, 153.13 FEET; THENCE NORTH 89°59'35" EAST, 161.51 FEET; THENCE SOUTH 0°00'25" EAST, 24.00 FEET ALONG THE EASTERLY LINE OF SAID LOT "B" TO THE TRUE POINT OF BEGINNING.

EXCEPTING THEREFROM AN UNDIVIDED  $\frac{1}{2}$  INTEREST IN AND TO ALL OIL, GAS, PETROLEUM, NAPHTHA, OTHER HYDROCARBON SUBSTANCES AND MINERALS OF WHATSOEVER KIND AND NATURE IN, UPON OR BENEATH THE PROPERTY HEREINABOVE DESCRIBED, TOGETHER WITH THE RIGHT OF ENTRY AND ALL OTHER RIGHTS, INCLUDING ALL RIGHTS OF WAY AND EASEMENTS, WHICH MAY BE NECESSARY FOR THE DEVELOPMENT, PRODUCTION AND REMOVAL OF ALL SUCH SUBSTANCES AND MINERALS AND THE FULL ENJOYMENT OF THE GRANTOR'S INTEREST HEREIN RESERVED. THE RESPECTIVE PARTIES MAY CONDUCT SAID OPERATIONS JOINTLY AND SEVERALLY, AND EACH SHALL BE ENTITLED TO  $\frac{1}{2}$  OF THE NET INCOME RESULTING FROM SUCH JOINT AND SEVERAL COMMERCIAL OPERATIONS AFTER ALL OBLIGATIONS INCURRED BY EITHER PARTY IN CONNECTION THEREWITH HAVE FIRST BEEN PAID FROM THE GROSS INCOME, WHERE UPON EACH PARTY SHALL HAVE AN UNDIVIDED  $\frac{1}{2}$  INTEREST IN AND TO ALL PHYSICALLY REMOVABLE CAPITAL INVESTMENTS AND AN EQUAL RIGHT TO THE USE AND BENEFIT OF ALL OTHER CAPITAL INVESTMENTS. UNTIL EACH PARTY IS REIMBURSED, THEIR RESPECTIVE LEGAL INTEREST IN AND TO PHYSICALLY REMOVABLE CAPITAL INVESTMENTS SHALL BE IN RATIO TO THE AMOUNT EXPENDED THEREFORE BY EACH PARTY AS RESERVED BY THE FEDERAL LAND BANK OF BERKELEY BY A DEED RECORDED ON NOVEMBER 21, 1941 IN BOOK 1503, PAGE 451 OF OFFICIAL RECORDS OF SAID COUNTY.

PARCEL B-1:

NON-EXCLUSIVE EASEMENTS FOR INGRESS AND EGRESS AND FOR THE PASSAGE AND PARKING OF MOTOR VEHICLES AND PEDESTRIANS, AND FOR PUBLIC UTILITIES AS SET FORTH IN THE DECLARATION OF RESTRICTIONS AND GRANT OF EASEMENTS RECORDED APRIL 29, 1981 AS INSTRUMENT NO. 81-092500 OF OFFICIAL RECORDS, AS AMENDED.

PARCEL C:

PARCELS 3 AND 5 OF PARCEL MAP NO. 7839, IN THE CITY OF ONTARIO, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER PLAT RECORDED IN BOOK 87, PAGES 7 AND 8 OF PARCEL MAPS, RECORDS OF SAID COUNTY.

PARCEL D:

LOT 1 AS PER PLAT ATTACHED TO CERTIFICATE APPROVING LOT LINE ADJUSTMENT, OWNER'S CERTIFICATE NO. LL-92-17, RECORDED MARCH 09, 1993 AS INSTRUMENT NO. 93-106914 OF OFFICIAL RECORDS, BEING MORE PARTICULARLY DESCRIBED THEREIN AS FOLLOWS:

THOSE PORTIONS OF PARCEL 6 OF PARCEL MAP NO. 6178, IN THE CITY OF ONTARIO, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 61, PAGES 46 AND 47 OF PARCEL MAPS, AND LOT "B" OF CERTIFICATE APPROVING A LOT LINE ADJUSTMENT, OWNER'S CERTIFICATE NO. L86-08, RECORDED JUNE 22, 1982 AS INSTRUMENT NO. 82-121912 OF OFFICIAL RECORDS, AND BOTH RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS A WHOLE AS FOLLOWS:

Trustee Sale No. 33082  
Loan No. GROVE PLAZA  
Title Order No. 23073966

BEGINNING AT THE SOUTHEAST CORNER OF SAID PARCEL 6; THENCE ALONG THE WESTERLY AND SOUTHERLY LINES OF SAID PARCEL 6 THROUGH THE FOLLOWING COURSES AND DISTANCES: SOUTH 89°59'35" WEST 344.08 FEET; SOUTH 0°00'25" EAST 24.56 FEET; SOUTH 89°59'35" WEST 48.00 FEET; NORTH 0°00'25" WEST 25.40 FEET; SOUTH 89°59'35" WEST 72.00 FEET; SOUTH 0°00'25" EAST 10.05 FEET; SOUTH 89°59'35" WEST 10.00 FEET; SOUTH 0°00'25" EAST 62.57 FEET; AND SOUTH 89°59'35" WEST 136.37 FEET TO THE WESTERLY LINE OF SAID PARCEL 6; THENCE NORTH 0°00'02" WEST 363.05 FEET ALONG SAID WESTERLY LINE; THENCE NORTH 89°59'35" EAST 128.25 FEET; THENCE SOUTH 0°00'25" EAST 14.18 FEET; THENCE NORTH 89°59'35" EAST 110.00 FEET; THENCE SOUTH 0°00'25" EAST 83.09 FEET; THENCE NORTH 89°59'35" EAST 28.08 FEET TO AN ANGLE POINT IN THE NORTHERLY LINES OF SAID PARCEL 6; THENCE ALONG THE NORTHERLY LINES OF SAID PARCEL 6 THROUGH THE FOLLOWING COURSES AND DISTANCES: NORTH 89°59'35" EAST 156.92 FEET; SOUTH 0°00'25" EAST 24.00 FEET; NORTH 89°59'35" EAST 187.16 FEET TO THE EASTERLY LINE OF SAID PARCEL 6; THENCE SOUTH 0°00'25" EAST ALONG SAID EASTERLY LINE 170.00 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM AN UNDIVIDED ½ INTEREST IN AND TO ALL OIL, GAS, PETROLEUM, NAPHTHA, OTHER HYDROCARBON SUBSTANCES AND MINERALS OF WHATSOEVER KIND AND NATURE IN, UPON OR BENEATH THE PROPERTY HEREINABOVE DESCRIBED, TOGETHER WITH THE RIGHT OF ENTRY AND ALL OTHER RIGHTS, INCLUDING ALL RIGHTS OF WAY AND EASEMENTS, WHICH MAY BE NECESSARY FOR THE DEVELOPMENT, PRODUCTION AND REMOVAL OF ALL SUCH SUBSTANCES AND MINERALS AND THE FULL ENJOYMENT OF THE GRANTOR'S INTEREST HEREIN RESERVED. THE RESPECTIVE PARTIES MAY CONDUCT SAID OPERATIONS JOINTLY AND SEVERALLY, AND EACH SHALL BE ENTITLED TO ½ OF THE NET INCOME RESULTING FROM SUCH JOINT AND SEVERAL COMMERCIAL OPERATIONS AFTER ALL OBLIGATIONS INCURRED BY EITHER PARTY IN CONNECTION THEREWITH HAVE FIRST BEEN PAID FROM THE GROSS INCOME, WHERE UPON EACH PARTY SHALL HAVE AN UNDIVIDED ½ INTEREST IN AND TO ALL PHYSICALLY REMOVABLE CAPITAL INVESTMENTS AND AN EQUAL RIGHT TO THE USE AND BENEFIT OF ALL OTHER CAPITAL INVESTMENTS. UNTIL EACH PARTY IS REIMBURSED, THEIR RESPECTIVE LEGAL INTEREST IN AND TO PHYSICALLY REMOVABLE CAPITAL INVESTMENTS SHALL BE IN RATIO TO THE AMOUNT EXPENDED THEREFORE BY EACH PARTY AS RESERVED BY THE FEDERAL LAND BANK OF BERKELEY BY A DEED RECORDED ON NOVEMBER 21, 1941 IN BOOK 1503, PAGE 451 OF OFFICIAL RECORDS OF SAID COUNTY.

COMMONLY KNOWN AS: 1151 EAST WALNUT STREET, AND 2404, 2460, 2504, 2522 & 2530 SOUTH GROVE AVENUE, ONTARIO, CALIFORNIA

APN: 1051-171-42-0-000; 1051-171-42-Z-000; 1051-171-44-0-000; 1051-321-51-0-000; 1051-321-52-0-000; 1051-321-55-0-000; 1051-321-62-0-000; 1051-321-63-0-000

# EXHIBIT B

# Delaware

Page 1

The First State

## CERTIFICATE

SEARCHED JUNE 2, 2016 AT 1:24 P.M.  
FOR DEBTOR, GROVE PLAZA PARTNERS, LLC

1 OF 1

FINANCING STATEMENT

20133834463

DEBTOR: EXPIRATION DATE: 09/20/2018  
GROVE PLAZA PARTNERS, LLC

390 BRIDGE PARKWAY, SUITE C

ADDED 09-20-13

REDWOOD SHORES, CA 94065

SECURED: CALMWATER CAPITAL 3, LLC, A CALIFORNIA LIMITED  
LIABILITY COMPANY

11755 WILSHIRE BLVD., SUITE

ADDED 09-20-13

1400

LOS ANGELES, CA 90025

SECURED: CC3 GROVE PLAZA HOLDINGS, LLC

11755 WILSHIRE BLVD., STE 1425

ADDED 05-04-16

LOS ANGELES, CA 90025

## F I L I N G H I S T O R Y

20133834463 FILED 09-20-13 AT 4:37 P.M. FINANCING STATEMENT

20162656443 FILED 05-04-16 AT 12:07 P.M. FULL ASSIGNMENT



  
Jeffrey W. Bullock, Secretary of State

20164971317-UCC11  
SR# 20164263211

Authentication: 202420297  
Date: 06-02-16

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# Delaware

The First State

Page 2

**E N D O F F I L I N G H I S T O R Y**

**THE UNDERSIGNED FILING OFFICER HEREBY CERTIFIES THAT THE ABOVE LISTING IS A RECORD OF ALL PRESENTLY EFFECTIVE FINANCING STATEMENTS, LAPSED FINANCING STATEMENTS, FEDERAL TAX LIENS AND UTILITY SECURITY INSTRUMENTS FILED IN THIS OFFICE WHICH NAME THE ABOVE DEBTOR, GROVE PLAZA PARTNERS, LLC AS OF MAY 26, 2016 AT 11:59 P.M.**



  
Jeffrey W. Bullock, Secretary of State

20164971317-UCC11  
SR# 20164263211

Authentication: 202420297  
Date: 06-02-16

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Case: 16-30531 Doc# 37 Filed: 06/10/16 Entered: 06/10/16 16:55:46 Page 15 of 60



**FINANCING STATEMENT**FOLLOW INSTRUCTIONS (front and back)  
CAREFULLY

**DELAWARE DEPARTMENT OF STATE**  
**U.C.C. FILING SECTION**  
**FILED 04:37 PM 09/20/2013**  
**INITIAL FILING # 2013 3834463**

SRV: 131113688

A. NAME & PHONE OF CONTACT AT FILER (optional)	
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
<div style="border: 1px solid black; padding: 10px; margin: 10px;"> Sklar Kirsh LLP  1875 Century Park East, Suite 700  Los Angeles, California 90067  Attention: Andrew Kirsh, Esq. </div>	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME – insert only <u>one</u> debtor name (1a or 1b) – do not abbreviate or combine names					
1a. ORGANIZATION'S NAME					
OR GROVE PLAZA PARTNERS, LLC					
1b. INDIVIDUAL'S LAST NAME		FIRST NAME		MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS		CITY		STATE	POSTAL CODE COUNTRY
390 Bridge Parkway, Suite C		Redwood Shores		CA	94065 USA
1d. TAX I.D. # SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE	
		Limited Liability Company.	Delaware		
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – insert only <u>one</u> debtor name (2a or 2b) – do not abbreviate or combine names					
2a. ORGANIZATION'S NAME					
OR					
2b. INDIVIDUAL'S LAST NAME		FIRST NAME		MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY		STATE	POSTAL CODE COUNTRY
					USA
2d. TAX I.D. # SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION ORGANIZATION	2g. ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE	
3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE S/P) – insert only <u>one</u> secured party name (3a or 3b)					
3a. ORGANIZATION'S NAME					
OR CALMWATER CAPITAL 3, LLC, a California limited liability company					
3b. INDIVIDUAL'S LAST NAME		FIRST NAME		MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS		CITY		STATE	POSTAL CODE COUNTRY
11755 Wilshire Blvd., Suite 1400		Los Angeles		CA	90025 USA
4. This FINANCING STATEMENT covers the following collateral:					

See Schedule 1 attached hereto

5. ALTERNATIVE DESIGNATION (if applicable) <input type="checkbox"/> LESSEE/LESSOR <input type="checkbox"/> CONSIGNEE/CONSIGNOR <input type="checkbox"/> BAILEE/BAILOR <input type="checkbox"/> SELLER/BUYER <input type="checkbox"/> AG. LIEN <input type="checkbox"/> NON-UCC FILING	
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2 [ADDITIONAL FEE] [optional]
8. OPTIONAL FILER REFERENCE DATA	
For filing with the Secretary of State of Delaware	

FILING OFFICE COPY -- NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/98)

4846-0125-4932, v. 1

4846-0125-4932.v2



**UCC FINANCING STATEMENT ADDENDUM**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

**GROVE PLAZA PARTNERS, LLC**

OR

9.b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

10. MISCELLANEOUS

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME — insert only one name (11a or 11b) — do not abbreviate or combine names

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11d. TAX ID# SSN OR EIN

ADDNL INFO RE  
ORGANIZATION  
DEBTOR

11e. TYPE OF ORGANIZATION

11f. JURISDICTION OF ORGANIZATION

11g. ORGANIZATIONAL I.D.#, if any

☐ NONE12. ☐ ADDITIONAL SECURED PARTY'S or ☐ ASSIGNOR S/P's NAME — insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

12c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral, or is filed as a ☐ fixture filing.

14. Description of real estate:

**SEE EXHIBIT A ATTACHED**

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

16. Additional collateral description:

17. Check only if applicable and check only one box.Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate18. Check only if applicable and check only one box.☐ Debtor is a TRANSMITTING UTILITY☐ Filed in connection with a Manufactured-Home Transaction — effective 30 years☐ Filed in connection with a Public-Finance Transaction — effective 30 yearsFILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT ADDENDUM (FORM UCC 1Ad) (REV. 07/29/98)  
NATUCC1 — 5/4/01 C T System Online886005.03/LA  
225352-00001/3-19-13/eks/tp  
4846-0125-4932.v2

-1-

**UCC-1 Financing Statement**

Debtor: **GROVE PLAZA PARTNERS, LLC**  
Secured Party: **CALMWATER CAPITAL 3, LLC**

**SCHEDULE 1**

1. All that certain land situated at 2522 South Grove Avenue, in the City of Ontario, County of San Bernardino, and State of California, more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Land"), together with all of the easements, rights, privileges, franchises, tenements, hereditaments and appurtenances now or hereafter thereunto belonging or in any way appertaining and all of the estate, right, title, interest, claim and demand whatsoever of Debtor therein or thereto, either at law or in equity, in possession or in expectancy, now or hereafter acquired;

2. All structures, buildings and improvements of every kind and description now or at any time hereafter located or placed on the Land (individually and collectively, as the context may require, the "Improvements");

3. All furniture, furnishings, fixtures, goods, equipment, inventory or personal property owned by Debtor and now or hereafter located on, attached to or used in and about the Improvements, including, but not limited to, all machines, engines, boilers, dynamos, elevators, stokers, tanks, cabinets, awnings, screens, shades, blinds, carpets, draperies, lawn mowers, and all appliances, plumbing, heating, air conditioning, lighting, ventilating, refrigerating, disposal and incinerating equipment, and all fixtures and appurtenances thereto, and such other goods and chattels and personal property owned by Debtor as are now or hereafter used or furnished in operating the Improvements, or the activities conducted therein, and all building materials and equipment hereafter situated on or about the Land or the Improvements, and all warranties and guaranties relating thereto, and all additions thereto and substitutions and replacements therefor (exclusive of any of the foregoing owned or leased by tenants of space in the Improvements);

4. All easements, rights of way, strips and gores of land, vaults, streets, ways, alleys, passages, sewer rights, air rights and other development rights now or hereafter located on or appurtenant to the Land and/or the Improvements or under or above the same or any part or parcel thereof, and all estates, rights, titles, interests, tenements, hereditaments and appurtenances, reversions and remainders whatsoever, in any way belonging, relating or appertaining to the Land and/or the Improvements or any part thereof, or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by Debtor;

5. All water, ditches, wells, reservoirs and drains and all water, ditch, well, reservoir and drainage rights which are appurtenant to, located on, under or above or used in connection with the Land and/or the Improvements, or any part thereof, whether now existing or hereafter created or acquired;

SCHEDULE 1

4846-0125-4932.v2

6. All minerals, crops, timber, trees, shrubs, flowers and landscaping features now or hereafter located on, under or above the Land;

7. All cash funds, deposit accounts and other rights and evidence of rights to investments or cash, now or hereafter created or held by Secured Party pursuant to that certain Mortgage, Security Agreement and Financing Statement of even date herewith, executed by Debtor, as borrower, for the benefit of Secured Party, as lender (the "Security Instrument") or any other of the Loan Documents (as defined in the Security Instrument), including, without limitation, all funds now or hereafter on deposit in any reserves or accounts held by or on behalf of Lender pursuant to the Security Instrument or any other of the Loan Documents (including, without limitation, the reserves established pursuant to Article I of the Security Instrument) (collectively, the "Reserves");

8. All leases (including, without limitation, oil, gas and mineral leases), licenses, rental agreements, concessions and occupancy agreements of all or any part the Land and/or the Improvements now or hereafter entered into and any and all guarantees, extensions, renewals, replacements and modifications thereof (each, a "Lease" and collectively, "Leases"), and all rents, royalties, issues, profits, revenue, income, rights, and other benefits of every nature (collectively, the "Rents and Profits") of and from the Land and/or the Improvements, now or hereafter arising from the use or enjoyment of all or any portion thereof or from any present or future Lease or other agreement pertaining thereto or arising from any of the Contracts (as hereinafter defined) or any of the General Intangibles (as hereinafter defined) and all cash or securities deposited to secure performance by the tenants, lessees, licensees or occupants (each, a "Tenant" and collectively, "Tenants"), as applicable, of their obligations under any such Leases, whether said cash or securities are to be held until the expiration of the terms of said Leases or applied to one or more of the installments of rent coming due prior to the expiration of said terms, subject to, however, the provisions contained in Section 1.8 of the Security Instrument;

9. All contracts and agreements now or hereafter entered into covering any part of the Land and/or the Improvements (except Leases) (collectively, the "Contracts") and all revenue, income and other benefits thereof, including, without limitation, management agreements, service contracts, maintenance contracts, equipment leases, personal property leases and any contracts or documents relating to construction on any part of the Land and/or the Improvements (including plans, drawings, surveys, tests, reports, bonds and governmental approvals) or to the management or operation of any part of the Land and/or the Improvements;

10. All present and future deposits given to any public or private utility with respect to utility services furnished to any part of the Land and/or the Improvements;

11. All present and future funds, accounts, instruments, accounts receivable, documents, causes of action, claims, general intangibles (including without limitation, patents, copyrights, trademarks, trade names, service marks and symbols now or hereafter used in connection with any part of the Land and/or the Improvements, all names by which the Land or the Improvements may be operated or known, all rights to carry on business under such names, and all rights, interest and privileges which Debtor has or may have as developer or declarant under any covenants, restrictions or declarations now or hereafter relating to the Land and/or the Improvements) and all notes or chattel paper now or hereafter arising from or by virtue of any

#### SCHEDULE 1

4846-0125-4932.v2

transactions related to the Land and/or the Improvements (collectively, the "General Intangibles");

12. All water taps, sewer taps, certificates of occupancy, permits, licenses, franchises, certificates, consents, approvals and other rights and privileges now or hereafter obtained in connection with the Land and/or the Improvements and all present and future warranties and guaranties relating to the Improvements or to any equipment, fixtures, furniture, furnishings, personal property or components of any of the foregoing now or hereafter located or installed on the Land and/or the Improvements;

13. All building materials, supplies and equipment now or hereafter placed on the Land and/or in the Improvements and all architectural renderings, models, drawings, plans, specifications, studies and data now or hereafter relating to the Land and/or the Improvements;

14. All right, title and interest of Debtor in any insurance policies or binders now or hereafter referred to in clauses (1)-(13) and (15)-(17) including any unearned premiums thereon;

15. All proceeds, products, substitutions and accessions (including without limitation, claims and demands therefor) of the conversion, voluntary or involuntary, of any of the foregoing into cash or liquidated claims, including, without limitation, proceeds of insurance and condemnation awards;

16. All present and future Tax refunds relating to the Property. The term "Tax" includes, without limitation, all real estate and personal property taxes, assessments and impositions, whether special or general, and any similar governmental charges or assessments that are levied upon the Property; and

17. All other or greater rights and interests of every nature in the Land and/or the Improvements and in the possession or use thereof and income therefrom, whether now owned or hereafter acquired by Debtor.

#### SCHEDULE 1

4846-0125-4932.v2

**UCC-1 Financing Statement**

Debtor: GROVE PLAZA PARTNERS, LLC  
Secured Party: CALMWATER CAPITAL 3, LLC

**EXHIBIT A****DESCRIPTION OF PROPERTY**

All that certain real property located in the City of Ontario, County of San Bernardino, State of California, described as follows:

PARCEL A:

PARCELS 2, 4 AND 5, OF PARCEL MAP 6178, IN THE CITY OF ONTARIO, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 61, PAGE(S) 46 AND 47, OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY. EXCEPTING THEREFROM AN UNDIVIDED  $\frac{1}{2}$  INTEREST IN AND TO ALL OIL, GAS, PETROLEUM, NAPIHA, OTHER HYDROCARBON SUBSTANCES AND MINERALS OF WHATSOEVER KIND AND NATURE IN, UPON OR BENEATH THE PROPERTY HEREINABOVE DESCRIBED, TOGETHER WITH THE RIGHT OF ENTRY AND ALL OTHER RIGHTS, INCLUDING ALL RIGHTS OF WAY AND EASEMENTS, WHICH MAY BE NECESSARY FOR THE DEVELOPMENT, PRODUCTION AND REMOVAL OF ALL SUCH SUBSTANCES AND MINERALS AND THE FULL ENJOYMENT OF THE GRANTOR'S INTEREST HEREIN RESERVED THE RESPECTIVE PARTIES MAY CONDUCT SAID OPERATIONS JOINTLY AND SEVERALLY, AND EACH SHALL BE ENTITLED TO  $\frac{1}{2}$  OF THE NET INCOME RESULTING FROM SUCH JOINT AND SEVERAL COMMERCIAL OPERATIONS AFTER ALL OBLIGATIONS INCURRED BY EITHER PARTY IN CONNECTION THEREWITH HAVE FIRST BEEN PAID FROM THE GROSS INCOME, WHERE UPON EACH PARTY SHALL HAVE AN UNDIVIDED  $\frac{1}{2}$  INTEREST IN AND TO ALL PHYSICALLY REMOVABLE CAPITAL INVESTMENTS AND AN EQUAL RIGHT TO THE USE AND BENEFIT OF ALL OTHER CAPITAL INVESTMENTS. UNTIL EACH PARTY IS REIMBURSED, THEIR RESPECTIVE LEGAL INTEREST IN AND TO PHYSICALLY REMOVABLE CAPITAL INVESTMENTS SHALL BE IN RATIO TO THE AMOUNT EXPENDED THEREFOR BY EACH PARTY AS RESERVED BY THE FEDERAL LAND BANK OF BERKELEY BY A DEED RECORDED ON NOVEMBER 21, 1941, IN BOOK 1503, PAGE 451, OFFICIAL RECORDS OF SAID COUNTY.

PARCEL A-1:

NON-EXCLUSIVE EASEMENTS FOR INGRESS AND EGRESS AND FOR THE PASSAGE AND PARKING OF MOTOR VEHICLES AND PEDESTRIANS, AND FOR PUBLIC UTILITIES AS SET FORTH IN THE DECLARATION OF RESTRICTIONS AND GRANT OF EASEMENTS RECORDED APRIL 29, 1981 AS INSTRUMENT NO. 81-092500 OF OFFICIAL RECORDS, AS AMENDED.

PARCEL A-2:

A NON-EXCLUSIVE EASEMENT AND RIGHT-OF-WAY FOR INGRESS AND EGRESS OF ALL PERSONS BY VEHICLE OR OTHERWISE AS SET FORTH IN THE MUTUAL DRIVEWAY EASEMENT RECORDED MAY 12, 1982 AS INSTRUMENT NO. 82-093516 OF OFFICIAL RECORDS.

PARCEL B:

LOT 2, AS PER PLAT ATTACHED TO CERTIFICATE APPROVING A LOT LINE ADJUSTMENT, OWNER'S CERTIFICATE NO. 192-17, RECORDED MARCH 08, 1993, INSTRUMENT NO. 93- 106914, OFFICIAL RECORDS. MORE PARTICULARLY DESCRIBED THEREIN AS FOLLOWS:

-1-

4846-0125-4932.v2



THOSE PORTIONS OF PARCEL NO. 6 OF PARCEL MAP NO. 6178, IN THE CITY OF ONTARIO, COUNTY OF SAN BERNARDINO, AS PER PLAT FILED IN BOOK 61, PAGES 46 AND 47 OF PARCEL MAPS, AND LOT "B" OF CERTIFICATE APPROVING A LOT LINE ADJUSTMENT, OWNER'S CERTIFICATE NO. L86-08, RECORDED JUNE 22, 1982, AS INSTRUMENT NO. 82-121912, OFFICIAL RECORDS, BOTH RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS A WHOLE AS FOLLOWS: BEGINNING AT THE SOUTHEAST CORNER OF SAID LOT "B";

THENCE ALONG THE SOUTHERLY LINE OF SAID LOT "B" THROUGH THE FOLLOWING COURSES AND DISTANCES: SOUTH 89° 59' 35" WEST, 187.16 FEET; NORTH 0° 00' 25" WEST, 24.00 FEET; SOUTH 89° 59' 35" WEST, 156.92 FEET TO AN ANGLE POINT IN SAID SOUTHERLY LINE;

THENCE CONTINUING SOUTH 89° 59' 35" WEST, 28.08 FEET;

THENCE NORTH 0° 00' 25" WEST, 83.09 FEET;

THENCE SOUTH 89° 59' 35" WEST, 110.00 FEET;

THENCE NORTH 0° 00' 25" WEST, 14.18 FEET;

THENCE SOUTH 89° 59' 35" WEST, 128.25 FEET TO THE WESTERLY LINE OF SAID PARCEL NO. 6;

THENCE NORTH 0° 00' 02" WEST ALONG SAID WESTERLY LINE 91.03 FEET TO THE NORTHWEST CORNER OF SAID PARCEL NO. 6;

THENCE SOUTH 89° 59' 25" EAST, 610.41 FEET ALONG THE NORTHERLY LINE OF SAID PARCEL NO. 6 AND LOT "B" TO THE SOUTHEAST CORNER OF PARCEL NO. 9 OF SAID PARCEL MAP NO. 6178;

THENCE SOUTH 0° 00' 25" EAST ALONG THE EASTERLY LINE OF SAID LOT "B", 34.99 FEET;

THENCE SOUTH 89° 59' 35" WEST, 161.51 FEET;

THENCE SOUTH 0° 00' 25" EAST, 153.13 FEET;

THENCE NORTH 89° 59' 35" EAST, 161.51 FEET;

THENCE SOUTH 0° 00' 25" EAST, 24.00 FEET ALONG THE EASTERLY LINE OF SAID LOT "B" TO THE TRUE POINT OF BEGINNING.

EXCEPTING THEREFROM AN UNDIVIDED ½ INTEREST IN AND TO ALL OIL, GAS, PETROLEUM, NAPTHA, OTHER HYDROCARBON SUBSTANCES AND MINERALS OF WHATSOEVER KIND AND NATURE IN, UPON OR BENEATH THE PROPERTY HEREINABOVE DESCRIBED, TOGETHER WITH THE RIGHT OF ENTRY AND ALL OTHER RIGHTS, INCLUDING ALL RIGHTS OF WAY AND EASEMENTS, WHICH MAY BE NECESSARY FOR THE DEVELOPMENT, PRODUCTION AND REMOVAL OF ALL SUCH SUBSTANCES AND MINERALS AND THE FULL ENJOYMENT OF THE GRANTOR'S INTEREST HEREIN RESERVED. THE RESPECTIVE PARTIES MAY CONDUCT SAID OPERATIONS JOINTLY AND SEVERALLY, AND EACH SHALL BE ENTITLED TO ½ OF THE NET INCOME RESULTING FROM SUCH JOINT AND SEVERAL COMMERCIAL OPERATIONS AFTER ALL OBLIGATIONS INCURRED BY EITHER PARTY IN CONNECTION THEREWITH HAVE FIRST BEEN PAID FROM THE GROSS INCOME, WHERE UPON EACH PARTY SHALL HAVE AN UNDIVIDED ½ INTEREST IN AND TO ALL PHYSICALLY REMOVABLE CAPITAL INVESTMENTS AND AN EQUAL RIGHT TO THE USE AND BENEFIT OF ALL OTHER CAPITAL INVESTMENTS. UNTIL EACH PARTY IS REIMBURSED. THEIR RESPECTIVE LEGAL INTEREST IN AND TO PHYSICALLY REMOVABLE CAPITAL INVESTMENTS SHALL BE IN RATIO TO THE AMOUNT EXPENDED THEREFOR BY EACH PARTY AS

RESERVED BY THE FEDERAL LAND BANK OF BERKELEY BY A DEED RECORDED ON NOVEMBER 21, 1941, IN BOOK 1503, PAGE 451, OFFICIAL RECORDS OF SAID COUNTY.

PARCEL B-1:

NON-EXCLUSIVE EASEMENTS FOR INGRESS AND EGRESS AND FOR THE PASSAGE AND PARKING OF MOTOR VEHICLES AND PEDESTRIANS, AND FOR PUBLIC UTILITIES AS SET FORTH IN THE DECLARATION OF RESTRICTIONS AND GRANT OF EASEMENTS RECORDED APRIL 29, 1981 AS INSTRUMENT NO. 81-092500 OF OFFICIAL RECORDS, AS AMENDED.

PARCEL C:

PARCELS 3 AND 5 OF PARCEL MAP NO. 7839, IN THE CITY OF ONTARIO, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER PLAT RECORDED IN BOOK 87 OF PARCEL MAPS, PAGES 7 AND 8, RECORDS OF SAID COUNTY.

PARCEL D:

LOT 1 AS PER PLAT ATTACHED TO CERTIFICATE APPROVING LOT LINE ADJUSTMENT, OWNER'S CERTIFICATE NO. LL-92-17, RECORDED MARCH 9, 1993, INSTRUMENT NO. 93-106914, OFFICIAL RECORDS, BEING MORE PARTICULARLY DESCRIBED THEREIN AS FOLLOWS:

THOSE PORTIONS OF PARCEL NO. 6 OF PARCEL MAP NO. 6178, IN THE CITY OF ONTARIO, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 61, PAGES 46 AND 47 OF PARCEL MAPS, AND LOT "B" OF CERTIFICATE APPROVING A LOT LINE ADJUSTMENT, OWNER'S CERTIFICATE NO. L86-08, RECORDED JUNE 22, 1982, INSTRUMENT NO. 82-121912, OFFICIAL RECORDS, AND BOTH RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS A WHOLE AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF SAID PARCEL NO. 6; THENCE ALONG THE WESTERLY AND SOUTHERLY LINES OF SAID PARCEL NO. 6 THROUGH THE FOLLOWING COURSES AND DISTANCES: SOUTH 89°59'35" WEST 344.08 FEET; SOUTH 0°00'25" EAST 24.56 FEET; SOUTH 89°59'35" WEST 48.00 FEET; NORTH 0°00'25" WEST 25.40 FEET; SOUTH 89°59'35" WEST 72.00 FEET; SOUTH 0°00'25" EAST 10.05 FEET; SOUTH 89°59'35" WEST 10.00 FEET; SOUTH 0°00'25" EAST 62.57 FEET; AND SOUTH 89°59'35" WEST 136.37 FEET TO THE WESTERLY LINE OF SAID PARCEL NO. 6; THENCE NORTH 0°00'02" WEST 363.05 FEET ALONG SAID WESTERLY LINE; THENCE NORTH 89°59'35" EAST 128.25 FEET; THENCE SOUTH 0°00'25" EAST 14.18 FEET; THENCE NORTH 89°59'35" EAST 110.00 FEET; THENCE SOUTH 0°00'25" EAST 83.09 FEET; THENCE NORTH 89°59'35" EAST 28.08 FEET TO AN ANGLE POINT IN THE NORTHERLY LINES OF SAID PARCEL NO. 6; THENCE ALONG THE NORTHERLY LINES OF SAID PARCEL NO. 6 THROUGH THE FOLLOWING COURSES AND DISTANCES: NORTH 89°59'35" EAST 156.92 FEET; SOUTH 0°00'25" EAST 24.00 FEET; NORTH 89°59'35" EAST 187.16 FEET TO THE EASTERLY LINE OF SAID PARCEL NO. 6; THENCE SOUTH 0°00'25" EAST ALONG SAID EASTERLY LINE 170.00 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM AN UNDIVIDED 1/2 INTEREST IN AND TO ALL OIL, GAS, PETROLEUM, NAPTHA, OTHER HYDRO-CARBON SUBSTANCES AND MINERALS OF WHATSOEVER KIND AND NATURE IN, UPON OR BENEATH THE PROPERTY HEREINABOVE DESCRIBED, TOGETHER WITH THE RIGHT OF ENTRY AND ALL OTHER RIGHTS, INCLUDING ALL RIGHTS OF WAY AND EASEMENTS, WHICH MAY BE NECESSARY FOR THE DEVELOPMENT, PRODUCTION AND REMOVAL OF ALL SUCH SUBSTANCES AND MINERALS AND THE FULL ENJOYMENT OF THE GRANTOR'S INTEREST HEREIN RESERVED. THE RESPECTIVE PARTIES MAY CONDUCT SAID OPERATIONS JOINTLY AND SEVERALLY, AND EACH SHALL BE ENTITLED TO 1/2 OF THE NET INCOME RESULTING FROM SUCH JOINT AND SEVERAL COMMERCIAL OPERATIONS AFTER ALL OBLIGATIONS INCURRED BY EITHER PARTY IN CONNECTION THEREWITH HAVE FIRST BEEN PAID FROM THE GROSS INCOME, WHEREUPON EACH PARTY SHALL HAVE AN UNDIVIDED 1/2 INTEREST IN AND TO ALL PHYSICALLY REMOVABLE CAPITAL INVESTMENTS AND AN EQUAL RIGHT TO THE USE AND BENEFIT OF ALL OTHER CAPITAL INVESTMENTS. UNTIL EACH PARTY IS REIMBURSED, THEIR RESPECTIVE LEGAL INTEREST IN AND TO PHYSICALLY REMOVABLE CAPITAL INVESTMENTS SHALL BE IN RATIO TO THE AMOUNT EXPENDED THEREFOR BY EACH PARTY AS

RESERVED BY THE FEDERAL LAND BANK OF BERKELEY BY A DEED RECORDED ON NOVEMBER 21, 1941, IN BOOK 1503, PAGE 451, OFFICIAL RECORDS OF SAID COUNTY.

APN: 1051-321-51-0-000 and 1051-171-44 and 1051-321-55 and 1051-171-42 and 1051-321-63 and 1051-321-52 and 1051-321-62



# UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) (213) 787-5958
B. E-MAIL CONTACT AT FILER (optional) JTULLIUS@TULLIUSLAW.COM
C. SEND ACKNOWLEDGMENT TO: (Name and Address)  TULLIUS LAW GROUP  515 S. FLOWER ST., 36TH FLOOR  LOS ANGELES, CA 90071  US

Delaware Department of State  
U.C.C. Filing Section  
Filed: 12:07 PM 05/04/2016  
U.C.C. Initial Filing No: 2013 3834463  
Amendment No: 20162656443  
Service Request No: 20162819824

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER  
20133834463

1b. ☐ This FINANCING STATEMENT AMENDMENT is to be filed [for record]  
(or recorded) in the REAL ESTATE RECORDS  
Filer: attach Amendment Addendum (Form UCC3Ad) and provide Debtor's name in item 13

2. ☐ **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement

3. ☒ **ASSIGNMENT** (full or partial): Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c and name of Assignor in item 9  
For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8

4. ☐ **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

5. ☐ **PARTY INFORMATION CHANGE:**

Check one of these two boxes:

AND Check one of these three boxes to:

This Change affects ☐ Debtor or ☐ Secured Party of record

☐ CHANGE name and/or address: Complete item 6a or 6b, and item 7a or 7b and item 7c ☐ ADD name: Complete item 7a or 7b, and item 7c ☐ DELETE name: Give record name to be deleted in item 6a or 6b

6. **CURRENT RECORD INFORMATION:** Complete for Party Information Change - provide only one name (6a or 6b)

6a. ORGANIZATION'S NAME			
OR			
6b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

7. **CHANGED OR ADDED INFORMATION:** Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

7a. ORGANIZATION'S NAME			
CC3 GROVE PLAZA HOLDINGS, LLC			
OR			
7b. INDIVIDUAL'S SURNAME			
INDIVIDUAL'S FIRST PERSONAL NAME			
INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)			SUFFIX

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
11755 WILSHIRE BLVD., STE 1425	LOS ANGELES	CA	90025	US

8. ☐ **COLLATERAL CHANGE:** Also check one of these four boxes: ☐ ADD collateral ☐ DELETE collateral ☐ RESTATE covered collateral ☐ ASSIGN collateral  
Indicate collateral:

9. **NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT:** Provide only one name (9a or 9b) (name of Assignor, if this is an Assignment)

If this is an Amendment authorized by a **DEBTOR**, check here ☐ and provide name of authorizing Debtor

9a. ORGANIZATION'S NAME			
CALM WATER CAPITAL 3, LLC			
OR			
9b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

10. OPTIONAL FILER REFERENCE DATA:

Case number (if known) **16-30531**

60

Debtor **Grove Plaza Partners, LLC**  
Name

Case number (if know) **16-30531**

**jeff@calmwatercapital.com**

Creditor's email address, if known

Date debt was incurred

**2013-2016**

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☐ No

☒ Yes. Specify each creditor, including this creditor and its relative priority.

**1. Calmwater Capital 3, LLC**

**2. JG Construction**

**3. Universal Site Services**

**4. San Bernardino Tax Collector**

Is the creditor an insider or related party?

☒ No

☐ Yes

Is anyone else liable on this claim?

☐ No

☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent

☒ Unliquidated

☒ Disputed

**2.3 JG Construction**

Creditor's Name

**15632 El Prado Road  
Chino, CA 91710**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

**2015-2016**

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☐ No

☒ Yes. Specify each creditor, including this creditor and its relative priority.

**Specified on line 2.2**

Describe debtor's property that is subject to a lien

**Grove Plaza Center  
1151-1161 Walnut Avenue & 2402-2540 S.  
Grove Avenue  
Ontario, California  
C1 - Shopping Center  
APN Nos. 1051-171-42, 1051-171-44,  
1051-321-63, 1051-321-62, 1051-321-51,  
1051-321-55, 1051-321-52.  
See Legal Property**

**\$87,263.83**

**\$20,790,000.00**

Describe the lien

**Mechanic's Lien**

Is the creditor an insider or related party?

☒ No

☐ Yes

Is anyone else liable on this claim?

☒ No

☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☒ Contingent

☒ Unliquidated

☒ Disputed

**2.4 San Bernardino Tax Collector**

Creditor's Name

**172 W. Third Street, First  
Floor  
San Bernardino, CA 92415**

Creditor's mailing address

Describe debtor's property that is subject to a lien

**Grove Plaza Center  
1151-1161 Walnut Avenue & 2402-2540 S.  
Grove Avenue  
Ontario, California  
C1 - Shopping Center  
APN Nos. 1051-171-42, 1051-171-44,  
1051-321-63, 1051-321-62, 1051-321-51,  
1051-321-55, 1051-321-52.  
See Legal Property**

**\$235,195.90**

**\$20,790,000.00**

Describe the lien

**Property Taxes**

Is the creditor an insider or related party?

- ☒ No  
☐ Yes

Is anyone else liable on this claim?

- ☒ No  
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

Creditor's email address, if known

Date debt was incurred

**2014-2016**

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No  
☒ Yes. Specify each creditor, including this creditor and its relative priority.

**Specified on line 2.2**

As of the petition filing date, the claim is:

Check all that apply

- ☐ Contingent  
☐ Unliquidated  
☒ Disputed

**2.5 Universal Site Services**

Creditor's Name

**P.O. Box 28010  
San Jose, CA 95159**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

**2014-2015**

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No  
☒ Yes. Specify each creditor, including this creditor and its relative priority.

**Specified on line 2.2**

Describe debtor's property that is subject to a lien

**Grove Plaza Center  
1151-1161 Walnut Avenue & 2402-2540 S.  
Grove Avenue  
Ontario, California  
C1 - Shopping Center  
APN Nos. 1051-171-42, 1051-171-44,  
1051-321-63, 1051-321-62, 1051-321-51,  
1051-321-55, 1051-321-52.  
See Legal Property**

**\$8,126.50**

**\$20,790,000.00**

Describe the lien

**Mechanic's Lien**

Is the creditor an insider or related party?

- ☒ No  
☐ Yes

Is anyone else liable on this claim?

- ☒ No  
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

- ☐ Contingent  
☐ Unliquidated  
☒ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

**\$11,575,254.  
22**

**Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

**Law Office of David Philipson  
Attn: David Philipson  
P.O. Box 2950  
Big Bear Lake, CA 92315**

On which line in Part 1 did you enter the related creditor?

Line **2.1**

Last 4 digits of account number for this entity

Debtor Grove Plaza Partners, LLC  
Name

Case number (if know) 16-30531

San Bernardino County Tax Collector  
SBC Tax Collector  
268 W. Hospitality Lane, 1st Fl.  
San Bernardino, CA 92415

Line 2.4

Trimont Real Estate Advisors  
Attn: Bryan Meisner  
Suite 2200, Monarch Tower  
3424 Peachtree Road, N.E.  
Atlanta, GA 30326

Line 2.2

**Fill in this information to identify the case:**Debtor name **Grove Plaza Partners, LLC**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA**Case number (if known) **16-30531**☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

**Part 1: List All Creditors with PRIORITY Unsecured Claims**

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☐ No. Go to Part 2.☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
2.1	Priority creditor's name and mailing address <b>Franchise Tax Board Bankruptcy Section, MS A-340 P.O. Box 2952 Sacramento, CA 95812-2952</b>  Date or dates debt was incurred <b>2015</b>  Last 4 digits of account number  Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  Basis for the claim: <b>Taxes</b>  Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$3,739.37</b> <b>\$3,739.37</b>
2.2	Priority creditor's name and mailing address <b>Internal Revenue Service Bankruptcy Section P.O. Box 7346 Philadelphia, PA 19101-7346</b>  Date or dates debt was incurred  Last 4 digits of account number  Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  Basis for the claim: <b>For Notice Purpose Only.</b>  Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$0.00</b> <b>\$0.00</b>

**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Amount of claim

Debtor **Grove Plaza Partners, LLC**  
Name

Case number (if known) **16-30531**

3.1	<b>Nonpriority creditor's name and mailing address</b> <b>Ace Roofing &amp; Waterproofing Systems</b> <b>165 Westside Road</b> <b>Hollister, CA 95023</b> Date(s) debt was incurred <u>2016</u> Last 4 digits of account number _	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> <u>Roofing Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$1,100.00</b>
3.2	<b>Nonpriority creditor's name and mailing address</b> <b>Andrew Taper</b> <b>300 Lenora Street, B-266</b> <b>Seattle, WA 98121</b> Date(s) debt was incurred <u>May 4, 2016</u> Last 4 digits of account number _	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> <u>Promissory Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$141,631.80</b>
3.3	<b>Nonpriority creditor's name and mailing address</b> <b>APM Property Maintenance, Inc.</b> <b>650 N. Rose Drive, Suite 339</b> <b>Placentia, CA 92870</b> Date(s) debt was incurred <u>2016</u> Last 4 digits of account number _	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> <u>Property Maintenance</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$5,737.00</b>
3.4	<b>Nonpriority creditor's name and mailing address</b> <b>Armanino</b> <b>12657 Alcosta Boulevard, Suite 500</b> <b>San Ramon, CA 94583</b> Date(s) debt was incurred <u>2014</u> Last 4 digits of account number _	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> <u>Accounting and Business Consulting Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$55.00</b>
3.5	<b>Nonpriority creditor's name and mailing address</b> <b>Bilak Holding Company, LLC</b> <b>433 North Camden Drive, Suite 500</b> <b>Beverly Hills, CA 90210</b> Date(s) debt was incurred <u>May 4, 2016</u> Last 4 digits of account number _	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> <u>Promissory Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$424,987.10</b>
3.6	<b>Nonpriority creditor's name and mailing address</b> <b>Bilak Holding, Company LLC</b> <b>433 North Camden Drive, Suite 500</b> <b>Beverly Hills, CA 90210</b> Date(s) debt was incurred _ Last 4 digits of account number _	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> <u>Loan</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$211,000.00</b>
3.7	<b>Nonpriority creditor's name and mailing address</b> <b>Brown Rudnick LLP</b> <b>P.O. Box 52257</b> <b>Boston, MA 02205</b> Date(s) debt was incurred <u>2014-2015</u> Last 4 digits of account number _	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> <u>Legal Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$64,355.89</b>



Debtor **Grove Plaza Partners, LLC**  
Name

Case number (if known) **16-30531**

3.8	Nonpriority creditor's name and mailing address <b>Cameron Ricks</b> <b>33965 Malaga Street</b> <b>Dana Point, CA 92629</b> Date(s) debt was incurred <u>May 4, 2016</u> Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Promissory Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$35,453.80</b>
3.9	Nonpriority creditor's name and mailing address <b>CBRE, Inc.</b> <b>4141 Inland Empire Boulevard, Suite 100</b> <b>Ontario, CA 91764</b> Date(s) debt was incurred <u>2013</u> Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Pending Lawsuit-CBRE, Inc., a corporation v. Centers Dynamic, Inc. a corporation, Superior Court of California, County of San Mateo, Case No. CIV537997</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$95,000.00</b>
3.10	Nonpriority creditor's name and mailing address <b>Clark Pest Control</b> <b>P.O. Box 1480</b> <b>Lodi, CA 95241</b> Date(s) debt was incurred <u>2014-2015</u> Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Pest Control Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$370.00</b>
3.11	Nonpriority creditor's name and mailing address <b>Coldwell Banker Commercial</b> <b>Real Estate Solutions</b> <b>Attn: Jason Lamoreaux</b> <b>15500 West Sand Street, 2nd Floor</b> <b>Victorville, CA 92392-5000</b> Date(s) debt was incurred _ Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Amount Estimated by Debtor. Leasing Commission</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$55,000.00</b>
3.12	Nonpriority creditor's name and mailing address <b>Commercial Maintenance Service</b> <b>4052 Mira Mesa Avenue</b> <b>Chino, CA 91710</b> Date(s) debt was incurred <u>2016</u> Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Janitorial Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$20,000.00</b>
3.13	Nonpriority creditor's name and mailing address <b>Corporate Alliance Strategies, Inc.</b> <b>1147 Railroad Street</b> <b>Corona, CA 92882</b> Date(s) debt was incurred <u>2016</u> Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Security Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$4,800.00</b>
3.14	Nonpriority creditor's name and mailing address <b>Dorian and Frances Bilak</b> <b>433 North Camden Drive, Suite 500</b> <b>Beverly Hills, CA 90210</b> Date(s) debt was incurred <u>May 4, 2016</u> Last 4 digits of account number _	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Promissory Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$35,453.80</b>



Debtor **Grove Plaza Partners, LLC**  
Name

Case number (if known) **16-30531**

3.15	Nonpriority creditor's name and mailing address <b>Environmental Management Solutions, Inc.</b> <b>13950 Monte Vista Avenue</b> <b>Chino, CA 91710</b> Date(s) debt was incurred <u>2016</u> Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u><b>Mold Remediation and Restoration Services</b></u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$806.43</b>
3.16	Nonpriority creditor's name and mailing address <b>Gil Ruiz Landscape Maintenance</b> <b>28440 Blanik Avenue</b> <b>Nuevo, CA 92567</b> Date(s) debt was incurred <u>2016</u> Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u><b>Landscaping Maintenance</b></u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$5,100.00</b>
3.17	Nonpriority creditor's name and mailing address <b>Grabel Living Trust</b> <b>Attn: Gary Grabel</b> <b>5363 Balboa Blvd., #227</b> <b>Encino, CA 91316</b> Date(s) debt was incurred <u>May 4, 2016</u> Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u><b>Promissory Note</b></u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$141,723.50</b>
3.18	Nonpriority creditor's name and mailing address <b>Hamermesh O'Neil Family Trust</b> <b>Attn: Mark Hamermesh</b> <b>5363 Balboa Blvd., #227</b> <b>Encino, CA 91316</b> Date(s) debt was incurred <u>May 4, 2016</u> Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u><b>Promissory Note</b></u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$141,723.50</b>
3.19	Nonpriority creditor's name and mailing address <b>Joshua Warsaw</b> <b>476 N. Catalina Street</b> <b>Ventura, CA 93001</b> Date(s) debt was incurred <u>May 4, 2016</u> Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u><b>Promissory Note</b></u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$424,987.10</b>
3.20	Nonpriority creditor's name and mailing address <b>Marcia H. Scott</b> <b>33942 Malaga Dr., Apt. A</b> <b>Dana Point, CA 92629</b> Date(s) debt was incurred <u>May 4, 2016</u> Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u><b>Promissory Note</b></u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$35,453.80</b>
3.21	Nonpriority creditor's name and mailing address <b>Nadel Architects, Inc.</b> <b>Attn: David Anderson</b> <b>1990 S. Bundy Drive, Suite 400</b> <b>Los Angeles, CA 90025</b> Date(s) debt was incurred <u>2013-2016</u> Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u><b>Architectural Services</b></u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$3,113.10</b>

Debtor **Grove Plaza Partners, LLC**  
Name

Case number (if known) **16-30531**

3.22	Nonpriority creditor's name and mailing address <b>Ontario Municipal Utilities Co.</b> <b>1333 S. Bon View Avenue</b> <b>P.O. Box 8000</b> <b>Ontario, CA 91761</b> Date(s) debt was incurred <u>2016</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Utility Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$9,585.24</b>
3.23	Nonpriority creditor's name and mailing address <b>PDM Development, Inc.</b> <b>1234 East Tujunga Avenue</b> <b>Burbank, CA 91501</b> Date(s) debt was incurred <u>2015</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Real Estate Development Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$10,261.22</b>
3.24	Nonpriority creditor's name and mailing address <b>Penny Plumbing</b> <b>1030 N. Mountain Avenue, Suite 461</b> <b>Ontario, CA 91762</b> Date(s) debt was incurred <u>2015</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Plumbing Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$2,800.00</b>
3.25	Nonpriority creditor's name and mailing address <b>Perry Roofing, Inc.</b> <b>10527 Deer Canyon Dr.</b> <b>Rancho Cucamonga, CA 91737</b> Date(s) debt was incurred <u>2016</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Roofing Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$5,900.00</b>
3.26	Nonpriority creditor's name and mailing address <b>Phan Ontario, LLC</b> <b>1500 Buckeye Dr.</b> <b>Milpitas, CA 95035</b> Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Loans</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$205,000.00</b>
3.27	Nonpriority creditor's name and mailing address <b>Quality Backflow Service</b> <b>2868 S. Phoenix Pl.</b> <b>Ontario, CA 91761</b> Date(s) debt was incurred <u>2016</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Plumbing Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$50.00</b>
3.28	Nonpriority creditor's name and mailing address <b>Rentschler / Tursi LLP</b> <b>Attn: Judith J. Rentschler</b> <b>411 Borel Avenue, Suite 510</b> <b>San Mateo, CA 94402</b> Date(s) debt was incurred <u>2013-2016</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$64,451.44</b>

Debtor **Grove Plaza Partners, LLC**  
Name

Case number (if known) **16-30531**

3.29	<b>Nonpriority creditor's name and mailing address</b> <b>Scott and Jennifer Kramer</b> <b>4 Calle Saltamontes</b> <b>San Clemente, CA 92674</b> Date(s) debt was incurred <u>May 4, 2016</u> Last 4 digits of account number _____	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> <u>Promissory Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$35,453.80</b>
3.30	<b>Nonpriority creditor's name and mailing address</b> <b>Southern California EDISON</b> <b>P.O. Box 300</b> <b>Rosemead, CA 91772</b> Date(s) debt was incurred <u>2016</u> Last 4 digits of account number _____	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> <u>Electricity</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$4,142.87</b>
3.31	<b>Nonpriority creditor's name and mailing address</b> <b>Stanley Security Solutions</b> <b>55 Shuman Blvd. Suite 900</b> <b>Naperville, IL 60563</b> Date(s) debt was incurred <u>2015-2016</u> Last 4 digits of account number _____	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> <u>Security Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$2,104.38</b>
3.32	<b>Nonpriority creditor's name and mailing address</b> <b>Terminix</b> <b>P.O. Box 742592</b> <b>Cincinnati, OH 45274</b> Date(s) debt was incurred <u>2016</u> Last 4 digits of account number <u>0051</u>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> <u>Pest Control Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$165.00</b>
3.33	<b>Nonpriority creditor's name and mailing address</b> <b>Tyco Intergrated Security LLC</b> <b>P.O. Box 371967</b> <b>Pittsburgh, PA 15250</b> Date(s) debt was incurred <u>2016</u> Last 4 digits of account number <u>3674</u>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> <u>Security Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$1,211.94</b>
3.34	<b>Nonpriority creditor's name and mailing address</b> <b>Tyler Lighting Services Inc.</b> <b>551 W. Crowther Avenue</b> <b>Placentia, CA 92870</b> Date(s) debt was incurred <u>2016</u> Last 4 digits of account number <u>5643</u>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> <u>Electrical Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$3,526.63</b>
3.35	<b>Nonpriority creditor's name and mailing address</b> <b>Verizon California, Inc.</b> <b>P.O. Box 920041</b> <b>Dallas, TX 75392</b> Date(s) debt was incurred <u>2016</u> Last 4 digits of account number <u>8135</u>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim:</b> <u>Internet and Telephone Communication Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<b>\$639.54</b>

Debtor **Grove Plaza Partners, LLC**  
Name

Case number (if known) **16-30531**

3.36 Nonpriority creditor's name and mailing address

**Wise Guys Signs & Wraps**  
**4971 Brooks Street, Unit 1**  
**Riverside, CA 92506**

Date(s) debt was incurred 2015

Last 4 digits of account number     

As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent  
☐ Unliquidated  
☐ Disputed

Basis for the claim: **Custom Sign Services**

Is the claim subject to offset? ☒ No ☐ Yes

**\$500.00**

**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

	Name and mailing address	On which line in Part1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	<b>Glassberg, Pollak &amp; Associates</b> <b>Attn: Robert L. Pollak</b> <b>1000 4th Street, Suite 570</b> <b>San Rafael, CA 94901-3118</b>	Line <u>3.9</u>  <input type="checkbox"/> Not listed. Explain <u>    </u>	<u>    </u>

**Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims**

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

Total of claim amounts	
5a.	\$ <u>3,739.37</u>
5b. +	\$ <u>2,193,643.88</u>
5c.	\$ <u>2,197,383.25</u>

**Fill in this information to identify the case:**Debtor name **Grove Plaza Partners, LLC**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA**Case number (if known) **16-30531**☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases****12/15****Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.****1. Does the debtor have any executory contracts or unexpired leases?**☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal**Property*

(Official Form 206A/B).

**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.1. State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

**Debtor lessor of commercial lease. 2522 South Grove Avenue, Ontario, CA. Base rent \$16,666.67 (months 01-60) and \$18,000.00 (months 61-120) for the term of the lease. March 15, 2015 through March 31, 2025****99 Cents Only Stores, LLC  
Attn: Real Estate Department  
400 East Union Pacific Avenue  
Los Angeles, CA 90023**

2.2. State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

**Debtor lessor of commercial lease. 1151-1161 Walnut Avenue and 2540 S. Grove Avenue, Ontario, CA. Base rent \$11,062.50 (months 01-60) and \$12,188.75 (months 61-84) for the term of the lease. January 22, 2016 through January 31, 2023****American Family Care, Inc.  
Attn: Facilities  
200 Oceangate, Suite 100  
Long Beach, CA 90802**

2.3. State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

**Debtor lessor of commercial lease. 2538 S. Grove Avenue, Ontario, CA. Base rent agreed \$2,054.89 first year with rent escalations to follow. April 1, 2014 – March 31, 2019****Arun C. and Rita Patel dbaThe Smoke Shop  
2538 S. Grove Avenue  
Ontario, CA 91761**

**Additional Page if You Have More Contracts or Leases****2. List all contracts and unexpired leases**

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.4. State what the contract or lease is for and the nature of the debtor's interest  
State the term remaining  
List the contract number of any government contract

**Debtor lessor of commercial lease. Base rent \$1,694.42 per month. August 1, 2009 through October 31, 2024**

**Baskin Robins  
Attn: Chris C. Ro and Christina M. Ro  
2528 South Grove Avenue  
Ontario, CA 91761**

2.5. State what the contract or lease is for and the nature of the debtor's interest  
State the term remaining  
List the contract number of any government contract

**Management Agreement. August 23, 2013 through August 31, 2018**

**Centers Dynamic, Inc.  
Attn: George A. Arce, Jr.  
303 Twin Dolphin Drive, Suite 600  
Redwood Shores, CA 94065**

2.6. State what the contract or lease is for and the nature of the debtor's interest  
State the term remaining  
List the contract number of any government contract

**Debtor lessor of commercial lease. 2412 S. Grove Avenue, Ontario, CA. Base rent \$1,800 (months 7-18). February 1, 2016 through July 31, 2018**

**Edward Ramos dba Karate Instruction  
2807 South Sultana Ave.  
Ontario, CA 91761**

2.7. State what the contract or lease is for and the nature of the debtor's interest  
State the term remaining  
List the contract number of any government contract

**Debtor lessor of commercial lease. 2532 S. Grove Avenue, Ontario, CA. Base rent \$3,538.58 per month for the term of the lease. May 1, 2006 through April 30, 2016**

**Evelyn Schoenemann dba Lovely Nails  
2532 S. Grove Avenue  
Ontario, CA 91761**

2.8. State what the contract or lease is for and the nature of the debtor's interest  
State the term remaining  
List the contract number of any government contract

**Debtor lessor of commercial lease. 2416 S. Grove Avenue, Ontario, CA. Base rent \$1,650 per month. April 1, 2016 through March 31, 2021**

**Eyelash Masters, LLC  
c/o Michael Mendonca  
5851 National Place  
Chino, CA 91710**

**Additional Page if You Have More Contracts or Leases****2. List all contracts and unexpired leases**

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.9.	State what the contract or lease is for and the nature of the debtor's interest	Debtor lessor of commercial lease. 2508 S. Grove Avenue, Ontario, CA. Base rent \$2,954.50 (months 49-60). Currently month to month.	
	State the term remaining	December 1, 2010 through September 1, 2015 (month to month)	Francisco Enverga, D.D.S. c/o Dr. Francisco Enverga 2508 S. Grove Avenue Ontario, CA 91761
	List the contract number of any government contract		
2.10.	State what the contract or lease is for and the nature of the debtor's interest	Debtor lessor of commercial lease. 2406B S. Grove Avenue, Ontario, CA. Base rent \$750 per month. Currently month to month.	
	State the term remaining	March 6, 2009 (month to month)	Inland Empire Funding Corp. c/o Juan Mejia 2406-B S. Grove Avenue Ontario, CA 91761
	List the contract number of any government contract		
2.11.	State what the contract or lease is for and the nature of the debtor's interest	Debtor lessor of commercial lease. 2420 S. Grove Avenue, Ontario, CA. Base rent \$4,200 per month.	
	State the term remaining	April 1, 2016 through March 31, 2021	Mexicanita's Restaurant Corp. c/o Michael Mendonca 5851 National Place Chino, CA 91710
	List the contract number of any government contract		
2.12.	State what the contract or lease is for and the nature of the debtor's interest	Debtor lessor of commercial lease. 2506 S. Grove Avenue, Ontario, CA. Base rent \$2,954.50 per month.	
	State the term remaining	July 1, 2010 through July 1, 2015 (month to month)	National Statewide Aviation Incorporated dba Solutions Hair and Barber Studio c/o Wanda Ball and Bryan Ball 2506 S. Grove Avenue Ontario, CA 91761
	List the contract number of any government contract		
2.13.	State what the contract or lease is for and the nature of the debtor's interest	Debtor lessor of commercial lease. 2530 S. Grove Avenue, Ontario, CA. Base rent \$2,462.42 per month.	
	State the term remaining	May 1, 2002 through April 30, 2017	Pam's Donuts Attn: Vann Chau and Phal da Kheng 2530 S. Grove Avenue Ontario, CA 91761

**Additional Page if You Have More Contracts or Leases****2. List all contracts and unexpired leases**

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

List the contract number of any government contract \_\_\_\_\_

2.14. State what the contract or lease is for and the nature of the debtor's interest

**Debtor lessor of commercial lease. 2410 S. Grove Avenue, Ontario, CA 91761. Base rent \$1,062.50 per month for the term of the lease.**

State the term remaining

**December 1, 1998 through April 30, 2019****Soo Jae Chun and Sung Koo Chun  
dba 24k Cleaners  
2410 S. S. Grove Avenue  
Ontario, CA 91761**

List the contract number of any government contract \_\_\_\_\_

2.15. State what the contract or lease is for and the nature of the debtor's interest

**Debtor lessor of commercial lease. 2458 S. Grove Ave., Ontario, CA. Base rent \$2,622.54 per month.**

State the term remaining

**May 1, 2001 through June 30, 2017****Subway Restaurants, Inc.  
dba Subway Restaurant  
325 Bic Drive  
Milford, CT 06461**

List the contract number of any government contract \_\_\_\_\_

2.16. State what the contract or lease is for and the nature of the debtor's interest

**Debtor lessor of commercial lease. 2528 S. Grove Avenue, Ontario, CA 91761. Base rent \$2,699.67 per month.**

State the term remaining

**May 1, 2000 through August 31, 2016****Yong Zeng Lin and Yu Li dba Lucky Wok  
2528 S. Grove Avenue  
Ontario, CA 91761**

List the contract number of any government contract \_\_\_\_\_



**Fill in this information to identify the case:**Debtor name **Grove Plaza Partners, LLC**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA**Case number (if known) **16-30531**☐ Check if this is an amended filing**Official Form 206H  
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

**1. Do you have any codebtors?**☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

**2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.**

*Column 1: Codebtor**Column 2: Creditor***Name****Mailing Address****Name***Check all schedules that apply:*2.1 **Calvin T. Phan****3575 Belmont Terrace  
Fremont, CA 94538  
Guarantor****Calmwater Capital 3,  
LLC**☒ D **2.2**  
☐ E/F \_\_\_\_\_  
☐ G \_\_\_\_\_2.2 **George A. Arce,  
Jr.****c/o Centers Dynamic, Inc.  
303 Twin Dolphin Drive, Suite 600  
Redwood Shores, CA 94065  
Guarantor****Calmwater Capital 3,  
LLC**☒ D **2.2**  
☐ E/F \_\_\_\_\_  
☐ G \_\_\_\_\_

**Fill in this information to identify the case:**

Debtor name Grove Plaza Partners, LLC

United States Bankruptcy Court for the: NORTHERN DISTRICT OF CALIFORNIA

Case number (if known) 16-30531

☐ Check if this is an amended filing

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 10, 2016

**X /s/ George A. Arce, Jr.**

Signature of individual signing on behalf of debtor

**George A. Arce, Jr.**

Printed name

**Manager**

Position or relationship to debtor

**Fill in this information to identify the case:**Debtor name **Grove Plaza Partners, LLC**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA**Case number (if known) **16-30531**☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

**Part 1: Income****1. Gross revenue from business**☐ None.**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year****From the beginning of the fiscal year to filing date:**From **1/01/2016** to **Filing Date****Sources of revenue**  
Check all that apply☒ Operating a business☐ Other \_\_\_\_\_**Gross revenue**  
(before deductions and exclusions)**\$242,420.84****For prior year:**From **1/01/2015** to **12/31/2015**☒ Operating a business☐ Other \_\_\_\_\_**\$607,364.00****For year before that:**From **1/01/2014** to **12/31/2014**☒ Operating a business☐ Other \_\_\_\_\_**\$459,294.00****2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.**Description of sources of revenue****Gross revenue from each source**  
(before deductions and exclusions)**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.**Creditor's Name and Address****Dates****Total amount of value****Reasons for payment or transfer**  
*Check all that apply*

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. <b>Commercial Maintenance Service</b> <b>4052 Mira Mesa Avenue</b> <b>Chino, CA 91710</b>	<b>\$5,000.00</b> <b>3/31/2016,</b> <b>\$5,000.00</b> <b>5/6/2016</b>	<b>\$10,000.00</b>	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.2. <b>Environmental Management Solutions, Inc.</b> <b>13950 Monte Vista Avenue</b> <b>Chino, CA 91710-5535</b>	<b>3/30/2016</b>	<b>\$11,611.41</b>	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.3. <b>Ontario Municipal Utilities Co.</b> <b>1333 S. Bon View Avenue</b> <b>P.O. Box 8000</b> <b>Ontario, CA 91761</b>	<b>\$4,622.63</b> <b>2/20/2016,</b> <b>\$5,172.96</b> <b>4/29/2016</b>	<b>\$9,795.59</b>	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.4. <b>Southern California EDISON</b> <b>P.O. Box 300</b> <b>Rosemead, CA 91772</b>	<b>\$2,934.74</b> <b>2/13/2016,</b> <b>\$2,088.88</b> <b>3/01/2016,</b> <b>\$2,122.76</b> <b>4/29/2016</b>	<b>\$7,146.38</b>	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__
3.5. <b>Thomas &amp; Thomas, LLP</b> <b>2377 Crenshaw Blvd., Ste. 130</b> <b>Torrance, CA 90501</b>	<b>\$2,500</b> <b>3/07/2016,</b> <b>\$5,000</b> <b>4/07/2016</b>	<b>\$7,500.00</b>	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other__

**4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
--	-------	-----------------------	---------------------------------

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. <b>Centers Dynamic, Inc.</b> <b>Attn: George A. Arce, Jr.</b> <b>303 Twin Dolphin Drive, Suite 600</b> <b>Redwood City, CA 94065</b> <b>Manager</b>	6/1/2015, 7/1/2015, 8/1/2015, 9/1/2015, 10/2/2015, 11/1/2015, 12/1/2015, 12/31/2015, 1/1/2016, 2/1/2016, 3/1/2016, 3/31/2016, 4/1/2016, 5/1/2016	<b>\$58,210.98</b>	<b>Base Management Fees</b>
4.2. <b>Centers Dynamic, Inc.</b> <b>Attn: George A. Arce, Jr.</b> <b>303 Twin Dolphin Drive, Suite 600</b> <b>Redwood City, CA 94065</b> <b>Manager</b>	7/15/2015, 8/01/2015, 11/5/2015	<b>\$133,158.45</b>	<b>Investment-Leasing Commissions</b>
4.3. <b>Centers Dynamic, Inc.</b> <b>Attn: George A. Arce, Jr.</b> <b>303 Twin Dolphin Drive, Suite 600</b> <b>Redwood City, CA 94065</b> <b>Manager</b>	3/1/2016, 3/31/2016	<b>\$53,236.29</b>	<b>Accounts Payable/Loan Fees</b>

**5. Repossessions, foreclosures, and returns**

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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**6. Setoffs**

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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**Part 3: Legal Actions or Assignments****7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
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	Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1.	<b>Amor Architectural Corporation, a California corporation v. Grove Plaza Partners, LLC, a Delaware limited liability company, George A. Arce, and Does 1 through 50, inclusive. CIVDS1603528</b>	<b>Breach of Contract</b>	<b>San Bernardino Superior Court of CA San Bernardino Dist. - Justice Center 247 West Third Street San Bernardino, CA 92415-0210</b>	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2.	<b>CBRE, Inc., a corporation v. Centers Dynamic, Inc. a California corporation CIV 537997</b>	<b>Breach of Contract</b>	<b>San Mateo County Superior Court of CA 400 County Center Redwood City, CA 94063</b>	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.3.	<b>Grove Plaza Partners, LLC v. City of Ontario, City Council of City of Ontario CIVDS1507096</b>	<b>Writ of Mandate</b>	<b>San Bernardino Superior Court of CA San Bernardino Dist. - Justice Center 247 West Third Street San Bernardino, CA 92415-0210</b>	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded

**8. Assignments and receivership**

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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**Part 5: Certain Losses****10. All losses from fire, theft, or other casualty within 1 year before filing this case.**

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	<p>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.</p> <p>List unpaid claims on Official Form 106A/B (<i>Schedule A/B: Assets – Real and Personal Property</i>).</p>		

**Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1.	<b>Macdonald Fernandez LLP 221 Sansome Street, Third Floor San Francisco, CA 94104-2323</b>	<b>American Express Payment</b>	<b>5/3/2016</b>	<b>\$15,000.00</b>
	Email or website address <b>www.macfern.com</b>			
	Who made the payment, if not debtor? <b>Jennica Hanh Nguyen</b>			
11.2.	<b>Macdonald Fernandez LLP 221 Sansome Street, Third Floor San Francisco, CA 94104-2323</b>	<b>Cashier's Check</b>	<b>5/3/2016</b>	<b>\$10,000.00</b>
	Email or website address <b>www.macfern.com</b>			
	Who made the payment, if not debtor? <b>Grove Plaza Partners, LLC</b>			

**12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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**13. Transfers not already listed on this statement**

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None.

	Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1	<b>Bilak Holding Company 433 North Camden Drive, Suite 500 Beverly Hills, CA 90210</b>	<b>Promissory note issued in the amount of \$424,987.10 in exchange for Debtor's purchase of membership interests in the Debtor.</b>	<b>May 4, 2016</b>	<b>Unknown</b>
	Relationship to debtor <b>Former Member</b>			



	Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.2	<b>Dorian Bilak and Frances Bilak</b> 433 North Camden Drive, Suite 500 Beverly Hills, CA 90210	Promissory note issued in the amount of \$35,453.80 in exchange for Debtor's purchase of membership interests in the Debtor.	May 4, 2016	Unknown
	Relationship to debtor Former Member			
13.3	<b>Andrew Taper</b> 300 Lenora Street, B-266 Seattle, WA 98121	Promissory note issued in the amount of \$141,631.80 in exchange for Debtor's purchase of membership interests in the Debtor.	May 4, 2016	Unknown
	Relationship to debtor Former Member			
13.4	<b>Joshua Warsaw</b> 476 N. Catalina Street Ventura, CA 93001	Promissory note issued in the amount of \$424,987.10 in exchange for Debtor's purchase of membership interests in the Debtor.	May 4, 2016	Unknown
	Relationship to debtor Former Member			
13.5	<b>Cameron Ricks</b> 33965 Malaga Street Dana Point, CA 92629	Promissory note issued in the amount of \$35,453.80 in exchange for Debtor's purchase of membership interests in the Debtor.	May 4, 2016	Unknown
	Relationship to debtor Former Member			
13.6	<b>Scott Kramer and Jennifer Kramer</b> 4 Calle Saltamontes San Clemente, CA 92674	Promissory note issued in the amount of \$35,453.80 in exchange for Debtor's purchase of membership interests in the Debtor.	May 4, 2016	Unknown
	Relationship to debtor Former Member			
13.7	<b>Marcia H. Scott</b> 4 Calle Saltamontes San Clemente, CA 92674	Promissory note issued in the amount of \$35,453.80 in exchange for Debtor's purchase of membership interests in the Debtor.	May 4, 2016	Unknown
	Relationship to debtor Former Member			
13.8	<b>Mark Hamermesh</b> Trustee of the Hamermesh/O'Neil Family 5363 Balboa Blvd., # 227 Encino, CA 91316	Promissory note issued in the amount of \$141,723.50 in exchange for Debtor's purchase of membership interests in the Debtor.	May 4, 2016	Unknown
	Relationship to debtor Former Member			

	Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.9	Gary Grabel Trustee of the Grabel Living Trust 5363 Balboa Blvd., #227 Encino, CA 91316	Promissory note issued in the amount of \$141,723.50 in exchange for Debtor's purchase of membership interests in the Debtor.	May 4, 2016	Unknown
	Relationship to debtor Former Member			

**Part 7: Previous Locations****14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address	Dates of occupancy From-To
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**Part 8: Health Care Bankruptcies****15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☐ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
---------------------------	---	---

**Part 9: Personally Identifiable Information****16. Does the debtor collect and retain personally identifiable information of customers?**

- ☐ No.
- ☐ Yes. State the nature of the information collected and retained.

**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**

- ☐ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
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**19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☐ None

Depository institution name and address

Names of anyone with  
access to it  
Address

Description of the contents

Do you still  
have it?

**20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address

Names of anyone with  
access to it

Description of the contents

Do you still  
have it?

**Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own****21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None

**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

*Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

*Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

*Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.**

☐ No.

☐ Yes. Provide details below.

Case title  
Case number

Court or agency name and  
address

Nature of the case

Status of case

**23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?**

☐ No.

☐ Yes. Provide details below.

Site name and address

Governmental unit name and  
address

Environmental law, if known

Date of notice

**24. Has the debtor notified any governmental unit of any release of hazardous material?**

☐ No.

☐ Yes. Provide details below.

Site name and address

Governmental unit name and address

Environmental law, if known

Date of notice

**Part 13: Details About the Debtor's Business or Connections to Any Business****25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

Business name address

Describe the nature of the business

Employer Identification number

Do not include Social Security number or ITIN.

Dates business existed

**26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address

Date of service  
From-To

26a.1. **De Martini & Company LLP**  
**Attn: Stephen J. De Martini**  
**477 9th Avenue, Suite 107**  
**San Mateo, CA 94402-1854**

**2014 Tax Return;**  
**April 2015**

26a.2. **Thomas & Thomas, an Accountancy Corp.**  
**2377 Crenshaw Blvd., Ste. 130**  
**Torrance, CA 90501**

**2015 Tax Return;**  
**March 2016**

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☒ None

Name and address

If any books of account and records are  
unavailable, explain why

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

Name and address

**27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Phan Grove Ontario, LLC	Attn: Calvin Phan 1500 Buckeye Dr. Milpitas, CA 95035	Voting Membership Interest	90.9%
Thomas E. Sparks	Trustee of the Sparks Grandchildren's 1994 Trust Dated 6/21/94 2036 Port Ramsgate Place Newport Beach, CA 92660	Voting Membership Interest	9.1%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☐ No  
☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Bilak Holding Company, LLC	433 North Camden Drive, Suite 500 Beverly Hills, CA 90210	13.64% Voting Membership Interest	September 11, 2013 - May 3, 2016
Dorian Bilak and Frances Bilak	433 North Camden Drive, Suite 500 Beverly Hills, CA 90210	1.14% Non-Voting Membership Interest	September 11, 2013 - May 3, 2016
Andrew Taper	300 Lenora Street, B-266 Seattle, WA 98121	4.55% Voting Membership Interest	September 11, 2013 - May 3, 2016
Joshua Warsaw	476 N. Catalina Street Ventura, CA 93001	13.64% Voting Membership Interest	September 11, 2013 - May 3, 2016
Cameron Ricks	33965 Malaga Street Dana Point, CA 92629	1.14% Non-Voting Membership Interest	September 11, 2013 - May 3, 2016
Scott Kramer and Jennifer Kramer	4 Calle Saltamontes San Clemente, CA 92674	1.14% Non-Voting Membership Interest	September 11, 2013 - May 3, 2016
Marcia H. Scott	4 Calle Saltamontes San Clemente, CA 92674	1.14% Non-Voting Membership Interest	September 11, 2013 - May 3, 2016

Name	Address	Position and nature of any interest	Period during which position or interest was held
Mark Hamermesh	Trustee of the Hamermesh/O'Neil Family 5363 Balboa Blvd., # 227 Encino, CA 91316	4.55% Voting Membership Interest	September 11, 2013 - May 3, 2016
Name	Address	Position and nature of any interest	Period during which position or interest was held
Gary Grabel	Trustee of the Grabel Living Trust 5363 Balboa Blvd., #227 Encino, CA 91316	4.55% Voting Membership Interest	September 11, 2013 - May 3, 2016

**30. Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☒ No  
☐ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
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**31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?**

- ☒ No  
☐ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
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**32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?**

- ☒ No  
☐ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
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**Part 14: Signature and Declaration**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.  
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **June 10, 2016**

**/s/ George A. Arce, Jr.**

Signature of individual signing on behalf of the debtor

**George A. Arce, Jr.**

Printed name

Position or relationship to debtor **Manager**

**Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?**

- ☒ No  
☐ Yes

**United States Bankruptcy Court  
Northern District of California**

In re **Grove Plaza Partners, LLC**

Debtor(s)

Case No. **16-30531**

Chapter **11**

**BUSINESS INCOME AND EXPENSES**

FINANCIAL REVIEW OF THE DEBTOR'S BUSINESS (NOTE: ONLY INCLUDE information directly related to the business operation.)

**PART A - GROSS BUSINESS INCOME FOR PREVIOUS 12 MONTHS:**

1. Gross Income For 12 Months Prior to Filing: \$ **635,190.72**

**PART B - ESTIMATED AVERAGE FUTURE GROSS MONTHLY INCOME:**

2. Gross Monthly Income \$ **0.00**

**PART C - ESTIMATED FUTURE MONTHLY EXPENSES:**

3. Net Employee Payroll (Other Than Debtor) \$ **0.00**

4. Payroll Taxes **0.00**

5. Unemployment Taxes **0.00**

6. Worker's Compensation **0.00**

7. Other Taxes **0.00**

8. Inventory Purchases (Including raw materials) **0.00**

9. Purchase of Feed/Fertilizer/Seed/Spray **0.00**

10. Rent (Other than debtor's principal residence) **0.00**

11. Utilities **0.00**

12. Office Expenses and Supplies **0.00**

13. Repairs and Maintenance **0.00**

14. Vehicle Expenses **0.00**

15. Travel and Entertainment **0.00**

16. Equipment Rental and Leases **0.00**

17. Legal/Accounting/Other Professional Fees **0.00**

18. Insurance **0.00**

19. Employee Benefits (e.g., pension, medical, etc.) **0.00**

20. Payments to Be Made Directly By Debtor to Secured Creditors For Pre-Petition Business Debts (Specify):

DESCRIPTION

TOTAL

21. Other (Specify):

DESCRIPTION

TOTAL

22. Total Monthly Expenses (Add items 3-21) \$ **0.00**

**PART D - ESTIMATED AVERAGE NET MONTHLY INCOME:**

23. AVERAGE NET MONTHLY INCOME (Subtract item 22 from item 2) \$ **0.00**

**See Profit & Loss Statement and Projected Budget both attached  
hereto and incorporated herewith by reference.**



**Grove Plaza Partners, LLC**

Cash Basis

**Profit & Loss**

May 14, 2015 through May 14, 2016

May 14, '15 - May 14, 16

**Ordinary Income/Expense****Income**

Base Rent	413,422.61
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**Expense Reimbursements**

CAM-Administration Fees	6,164.39
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CAM-Charges	208,805.58
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Total Expense Reimbursements	214,969.97
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**Other Income**

Late Fees	6,798.14
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Total Other Income	6,798.14
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Total Income	635,190.72
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**Expense****Debt Service**

Mortgage Interest	195,000.00
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Total Debt Service	195,000.00
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**Non-Operating Expenses****General and Administrative**

Bank Service Charges	1,448.99
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**Travel, Meals & Ent.**

Travel	553.99
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Total Travel, Meals & Ent.	553.99
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Total General and Administrative	2,002.98
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Miscellaneous	1,439.92
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**Redevelopment Expenses**

Environmental Consulting Fees	35,711.39
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Total Redevelopment Expenses	35,711.39
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Total Non-Operating Expenses	39,154.29
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**Operating Expenses****Building Expenses**

Alarm & Life	9,206.03
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Miscellaneous	42.28
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Pest Control	275.00
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**Professional Fees**

Accounting	16,295.00
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Consulting	3,500.00
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Legal	29,719.00
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Professional Fees - Other	320.47
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Total Professional Fees	49,834.47
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**Property Management Fees**

Management-Base	48,500.00
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Management-Incentive	8,210.98
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## Grove Plaza Partners, LLC

## Profit &amp; Loss

May 14, 2015 through May 14, 2016

May 14, '15 - May 14, 16

Management-Reimbursable	1,500.00
Total Property Management Fees	58,210.98
Repairs and Maintenance	
Alarm & Life R&M	-172.32
Building R&M	2,065.50
Electrical R&M	118.50
HVAC R&M	1,428.00
Plumbing R&M	1,608.00
Roof R&M - 1151 - 1161	4,747.00
Roof R&M - 2404 - 2420	1,740.00
Roof R&M - 2508 - 2510	1,250.00
Roof R&M - 2528 - 2540	1,575.00
Total Repairs and Maintenance	14,359.68
Taxes	
Property	-1,972.15
Taxes - Other	970.43
Total Taxes	-1,001.72
Utilities	
Gas & Electric	
- 2412 S. Grove vacant	156.66
2404 S.Grove [Vacant Retail]	590.63
2458 S.Grove - Vacant	67.20
2460 S.Grove - Vacant	83.80
Gas & Electric - Other	475.45
Total Gas & Electric	1,373.74
Water	
Buildings	8,178.44
Total Water	8,178.44
Total Utilities	9,552.18
Total Building Expenses	140,478.90
Common Area Expenses	
Janitorial-Exterior	
Day Porter	5,272.00
Graffiti Removal	745.00
Trash Hauling	5,115.00
Total Janitorial-Exterior	11,132.00
Landscaping	9,680.00
Parking Lot Sweeping	10,238.11
Pest Control	920.00
Repairs and Maintenance	
Common Area R&M	1,100.00

**Grove Plaza Partners, LLC**

Cash Basis

**Profit & Loss**

May 14, 2015 through May 14, 2016

May 14, '15 - May 14, 16

Electrical R&M	
supplies	3,594.13
Electrical R&M - Other	5,976.90
Total Electrical R&M	9,571.03
Landscape R&M	5,779.00
Parking Lot R&M	6,040.00
Plumbing R&M	3,921.00
Total Repairs and Maintenance	26,411.03
Security Patrol	14,472.00
Utilities	
Garbage	12,361.14
Gas & Electric	
2454 S.Grove Spr.	6,675.09
2460 S.Grove - House	552.48
2504 S.Grove - House	414.90
2522 S.Grove - House	9,601.42
2536 S.Grove - House	1,627.23
Gas & Electric - Other	3,059.84
Total Gas & Electric	21,930.96
Water	
Irrigation	14,834.77
Water - Other	-563.57
Total Water	14,271.20
Total Utilities	48,563.30
Total Common Area Expenses	121,416.44
Total Operating Expenses	261,895.34
Refinancing Exp	70,000.00
Total Expense	566,049.63
Net Ordinary Income	69,141.09
Net Income	69,141.09

**Grove Plaza Partners, LLC**  
**Profit & Loss Budget Overview**  
 June through September 2016

	TOTAL				
	Jun 16	Jul 16	Aug 16	Sep 16	Jun - Sep 16
Ordinary Income/Expense					
Income					
Base Rent	42,409.18	42,487.86	53,550.36	57,858.35	196,305.75
Expense Reimbursements					
CAM-Administration Fees	0.00	1,285.00	0.00	0.00	1,285.00
CAM-Charges	11,855.55	27,705.55	16,280.55	17,680.55	73,522.20
Total Expense Reimbursements	11,855.55	28,990.55	16,280.55	17,680.55	74,807.20
Total Income	54,264.73	71,478.41	69,830.91	75,538.90	271,112.95
	<b>54,264.73</b>	<b>71,478.41</b>	<b>69,830.91</b>	<b>75,538.90</b>	<b>271,112.95</b>
Expense					
Debt Service					
Late Fees	0.00	0.00	0.00	0.00	0.00
Mortgage Interest	0.00	0.00	0.00	0.00	0.00
Total Debt Service	0.00	0.00	0.00	0.00	0.00
Non-Operating Expenses					
Code Enforcement Fees	0.00	0.00	0.00	0.00	0.00
General and Administrative					
Bank Service Charges	100.00	100.00	100.00	100.00	400.00
Lender Service Charges					
Credit Facility Fee	0.00	0.00	0.00	0.00	0.00
Total Lender Service Charges	0.00	0.00	0.00	0.00	0.00
Travel, Meals & Ent.					
Entertainment	50.00	50.00	50.00	50.00	200.00
Meals	50.00	50.00	50.00	50.00	200.00
Travel	250.00	250.00	250.00	250.00	1,000.00
Total Travel, Meals & Ent.	350.00	350.00	350.00	350.00	1,400.00
Total General and Administrative	450.00	450.00	450.00	450.00	1,800.00
Miscellaneous	100.00	100.00	100.00	100.00	400.00
Property Acquisition Expenses					
Acquisition Fees	0.00	0.00	0.00	0.00	0.00
Consulting Fees	0.00	0.00	0.00	0.00	0.00
Legal Fees	0.00	0.00	0.00	0.00	0.00
Lender Origination Fees	0.00	0.00	0.00	0.00	0.00
Loan Fees	0.00	0.00	0.00	0.00	0.00
Third Party Reports	0.00	0.00	0.00	0.00	0.00
Title & Escrow Fees	0.00	0.00	0.00	0.00	0.00
Transfer Tax	0.00	0.00	0.00	0.00	0.00
Total Property Acquisition Expenses	0.00	0.00	0.00	0.00	0.00
Redevelopment Expenses					
Architectural Fees	0.00	0.00	0.00	0.00	0.00
Engineering Fees	0.00	0.00	0.00	0.00	0.00
Entitlement Consulting Fees	0.00	0.00	0.00	0.00	0.00
Environmental Consulting Fees	0.00	0.00	0.00	0.00	0.00
Fees & Permits	0.00	0.00	0.00	0.00	0.00
Total Redevelopment Expenses	0.00	0.00	0.00	0.00	0.00
Total Non-Operating Expenses	550.00	550.00	550.00	550.00	2,200.00
Operating Expenses					
Building Expenses					
Alarm & Life	833.00	833.00	833.00	833.00	3,332.00
Insurance					
Building Insurance	1,723.39	1,723.39	1,723.39	1,723.39	6,893.56
Umbrella	0.00	0.00	0.00	0.00	0.00
Total Insurance	1,723.39	1,723.39	1,723.39	1,723.39	6,893.56

**Grove Plaza Partners, LLC**  
**Profit & Loss Budget Overview**  
 June through September 2016

	TOTAL				
	Jun 16	Jul 16	Aug 16	Sep 16	Jun - Sep 16
Janitorial-Interior	0.00	0.00	0.00	0.00	0.00
Licenses & Permits	0.00	0.00	0.00	0.00	0.00
Miscellaneous	100.00	100.00	100.00	100.00	400.00
Professional Fees					
Accounting	0.00	0.00	0.00	0.00	0.00
Asset Management	4,000.00	4,000.00	4,000.00	4,000.00	16,000.00
Consulting	0.00	0.00	0.00	0.00	0.00
Legal (Reserve)	15,000.00	15,000.00	15,000.00	15,000.00	60,000.00
US Trustee Fees	0.00	650.00	0.00	0.00	650.00
Marketing	0.00	0.00	0.00	0.00	0.00
Total Professional Fees	19,000.00	19,650.00	19,000.00	19,000.00	76,650.00
Property Management Fees					
Management-Base	6,000.00	6,000.00	6,000.00	6,000.00	24,000.00
Management-Incentive	0.00	0.00	0.00	0.00	0.00
Management-Reimbursable	1,250.00	1,250.00	1,250.00	1,250.00	5,000.00
Total Property Management Fees	7,250.00	7,250.00	7,250.00	7,250.00	29,000.00
Repairs and Maintenance					
Alarm & Life R&M	0.00	0.00	0.00	0.00	0.00
Building R&M	250.00	250.00	250.00	250.00	1,000.00
Electrical R&M	250.00	250.00	250.00	250.00	1,000.00
General R&M	250.00	250.00	250.00	250.00	1,000.00
HVAC R&M	250.00	250.00	250.00	250.00	1,000.00
Plumbing R&M	0.00	0.00	0.00	0.00	0.00
Roof R&M - 1151 - 1161	0.00	0.00	0.00	0.00	0.00
Roof R&M - 2404 - 2420	250.00	250.00	250.00	250.00	1,000.00
Roof R&M - 2458 - 2460	250.00	250.00	250.00	250.00	1,000.00
Roof R&M - 2508 - 2510	250.00	250.00	250.00	250.00	1,000.00
Roof R&M - 2528 - 2540	250.00	250.00	250.00	250.00	1,000.00
Total Repairs and Maintenance	2,000.00	2,000.00	2,000.00	2,000.00	8,000.00
Supplies					
Building	0.00	0.00	0.00	0.00	0.00
Custodial	50.00	50.00	50.00	50.00	200.00
Electric	100.00	100.00	100.00	100.00	400.00
Plumbing	0.00	0.00	0.00	0.00	0.00
Total Supplies	150.00	150.00	150.00	150.00	600.00
Taxes					
Business & Rental	0.00	0.00	0.00	0.00	0.00
Property	11,709.00	11,709.00	11,709.00	11,709.00	46,836.00
Total Taxes	11,709.00	11,709.00	11,709.00	11,709.00	46,836.00
Utilities					
Garbage	0.00	0.00	0.00	0.00	0.00
Gas & Electric					
2404 S.Grove [Vacant Retail]	300.00	300.00	300.00	300.00	1,200.00
2458 S.Grove - Vacant	300.00	300.00	300.00	300.00	1,200.00
2460 S.Grove - Vacant	300.00	300.00	300.00	300.00	1,200.00
2508 S.Grove [Vacant Retail]	300.00	300.00	300.00	300.00	1,200.00
Total Gas & Electric	1,200.00	1,200.00	1,200.00	1,200.00	4,800.00
Water					
Buildings	3,100.00	3,100.00	3,100.00	3,100.00	12,400.00
Total Water	3,100.00	3,100.00	3,100.00	3,100.00	12,400.00
Total Utilities	4,300.00	4,300.00	4,300.00	4,300.00	17,200.00
Total Building Expenses	47,065.39	47,715.39	47,065.39	47,065.39	188,911.56
Common Area Expenses					

**Grove Plaza Partners, LLC**  
**Profit & Loss Budget Overview**  
 June through September 2016

	<b>TOTAL</b>				
	<b>Jun 16</b>	<b>Jul 16</b>	<b>Aug 16</b>	<b>Sep 16</b>	<b>Jun - Sep 16</b>
Equipment Rental	0.00	0.00	0.00	0.00	0.00
Insurance					
Common Area Liability	500.00	500.00	500.00	500.00	2,000.00
Total Insurance	500.00	500.00	500.00	500.00	2,000.00
Janitorial-Exterior					
Day Porter	1,700.00	1,700.00	1,700.00	1,700.00	6,800.00
Graffiti Removal	100.00	100.00	100.00	100.00	400.00
Painting	100.00	100.00	100.00	100.00	400.00
Pressure Washing	500.00	500.00	500.00	500.00	2,000.00
Trash Hauling	200.00	200.00	200.00	200.00	800.00
Window Washing	0.00	0.00	0.00	0.00	0.00
Total Janitorial-Exterior	2,600.00	2,600.00	2,600.00	2,600.00	10,400.00
Landscaping	1,000.00	1,000.00	1,000.00	1,000.00	4,000.00
Miscellaneous	100.00	100.00	100.00	100.00	400.00
Parking Lot Sweeping	1,000.00	1,000.00	1,000.00	1,000.00	4,000.00
Pest Control	250.00	250.00	250.00	250.00	1,000.00
Repairs and Maintenance					
Common Area R&M	450.00	450.00	450.00	450.00	1,800.00
Electrical R&M					
supplies	0.00	0.00	0.00	0.00	0.00
Electrical R&M - Other	200.00	200.00	200.00	200.00	800.00
Total Electrical R&M	200.00	200.00	200.00	200.00	800.00
Equipment R&M	200.00	200.00	200.00	200.00	800.00
Landscape R&M	200.00	200.00	200.00	200.00	800.00
Parking Lot R&M	200.00	200.00	200.00	200.00	800.00
Plumbing R&M	200.00	200.00	200.00	200.00	800.00
Signage R&M	200.00	200.00	200.00	200.00	800.00
Total Repairs and Maintenance	1,650.00	1,650.00	1,650.00	1,650.00	6,600.00
Security Patrol	2,500.00	2,500.00	2,500.00	2,500.00	10,000.00
Supplies					
Custodial	0.00	0.00	0.00	0.00	0.00
Total Supplies	0.00	0.00	0.00	0.00	0.00
Taxes					
Common Area	0.00	0.00	0.00	0.00	0.00
Total Taxes	0.00	0.00	0.00	0.00	0.00
Utilities					
Gas & Electric					
1151 E.Walnut- House	600.00	600.00	600.00	600.00	2,400.00
2454 S.Grove Spr.	2,500.00	2,500.00	2,500.00	2,500.00	10,000.00
2460 S.Grove - House	600.00	600.00	600.00	600.00	2,400.00
2504 S.Grove - House	600.00	600.00	600.00	600.00	2,400.00
2522 S.Grove - House	600.00	600.00	600.00	600.00	2,400.00
2536 S.Grove - House	600.00	600.00	600.00	600.00	2,400.00
Total Gas & Electric	5,500.00	5,500.00	5,500.00	5,500.00	22,000.00
Water					
Irrigation	1,500.00	1,500.00	1,500.00	1,500.00	6,000.00
Total Water	1,500.00	1,500.00	1,500.00	1,500.00	6,000.00
Total Utilities	7,000.00	7,000.00	7,000.00	7,000.00	28,000.00
Total Common Area Expenses	16,600.00	16,600.00	16,600.00	16,600.00	66,400.00
Total Operating Expenses	63,665.39	64,315.39	63,665.39	63,665.39	255,311.56
Total Expense	64,215.39	64,865.39	64,215.39	64,215.39	257,511.56
Net Ordinary Income	-9,950.66	6,613.02	5,615.52	11,323.51	13,601.39
Net Income	-9,950.66	6,613.02	5,615.52	11,323.51	13,601.39